

P9 5000084041

VIA FEDERAL EXPRESS

#7907039593

MEMORANDUM

To: Florida Department of State
Division of Certifications
Post Office Box 6327
Tallahassee, FL 32314

FILED
97 JAN 29 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

From: Lydia V. Sabatino
Asst. to Michael J. McCluskey, Esq.
Wackeen, Cornett & Gooze, P.A.
Post Office Box 66
Stuart, Florida 34995
(561)286-2990

100002068181--2
-01/24/97--01094--001
*****35.00 *****35.00

Subject: Amended Articles of Incorporation of
H.U.S.C., Inc. n/k/a Roto Runner, Inc.

Date: January 23, 1997

Enclosed is an original (for filing) and one copy of the Amended Articles of Incorporation for H.U.S.C., Inc. n/k/a Roto Runner, Inc. Please date stamp the copy and return it to me in the enclosed postpaid envelope. This firm's check in the amount of \$35.00 is enclosed for your fee.

Thank you and please do not hesitate to call should you have any questions.

W97-2331

NC
CBB
v/f

LAW OFFICES OF
WACKEEN, CORNETT & GOOGE, P. A.

W. THOMAS WACKEEN*
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February 5, 1997

Karen Gibson
Florida Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

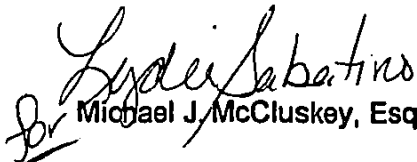
Re: H.U.S.C., Inc. - Amendment

Dear Ms. Gibson:

This letter is to follow up on our discussion of February 5, 1997 regarding the above referenced matter. I have made the changes which you requested on the Amendment to the Articles of Incorporation. A copy of the Revised Amendment is enclosed for your review. Please let me know if any additional information is necessary to process this request. We did not receive the check in the amount of \$35.00 with the letter from Mr. Harris dated January 30, 1997. I assume that fee is still with your office and is still valid and sufficient.

Please do not hesitate to call me collect if you should have any questions or need any additional information.

Sincerely,


Michael J. McCluskey, Esq.

MJM/lvs



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 30, 1997

Lydia V. Sabatino
Michael J. McCluskey, Esq.
P.O. Box 66
Stuart, FL 34995

SUBJECT: H.U.S.C., INC.
Ref. Number: P95000084041

We have received your document for H.U.S.C., INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

One of the following statements must be contained in the amendment.

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

(1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.

(2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 297A00004902

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#7907039593

MEMORANDUM

To: Florida Department of State
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Post Office Box 6327
Tallahassee, FL 32314

From: Lydia V. Sabatino
Asst. to Michael J. McCluskey, Esq.
Wackeen, Cornett & Googe, P.A.
Post Office Box 66
Stuart, Florida 34995
(561)286-2990

Subject: Amended Articles of Incorporation of
H.U.S.C., Inc. n/k/a Roto Runner, Inc.

Date: February 5, 1997

Enclosed is an original (for filing) and one copy of the Amended Articles of Incorporation for H.U.S.C., Inc. n/k/a Roto Runner, Inc. Please date stamp the copy and return it to me in the enclosed postpaid envelope.

Thank you and please do not hesitate to call should you have any questions.

AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF H.U.S.C., INC.

(A FLORIDA CORPORATION FOR PROFIT)

FILED
97 JAN 29 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of H.U.S.C., Inc. were filed with the Secretary of State October 30, 1995. The same Articles of Incorporation are hereby amended by vote sufficient for approval, received at a board of director's and shareholder's meeting.

1. Article I is amended to read as follows:

ARTICLE I - NAME

The name of this corporation is Roto Runner, Inc.

2. The foregoing amendment to the articles of incorporation was adopted and passed by vote sufficient for approval at a board member's and shareholder's meeting held on January 21, 1997. The adoption of these amendments appear upon the minutes of said meeting and are unrevoked.

3. All provisions of the Articles of Incorporation of H.U.S.C., Inc. n/k/a Roto Runner, Inc. are herein confirmed and shall remain in full force and effect except as specifically amended herein.

IN WITNESS WHEREOF, the undersigned has caused these presents to be signed in its name, by its acting Director and Vice President, and its corporate seal affixed on this 21 day of January, 1997.

Witnesses:

H.U.S.C., INC. n/k/a ROTO RUNNER, INC.

By: Michael J. McG
MICHAEL J. MCCLUSKEY
Heidi Christensen
Heidi Christensen

By: Claude Malley
CLAUDE MALLEY, its Director and Sole Shareholder

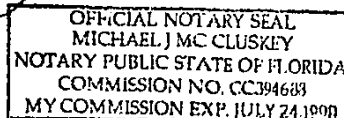
Paul Williams
PAUL WILLIAMS
Ralph E. Hargrett

By: Jeffrey Hedgepeth
JEFFREY HEDGEPEETH, its Vice President

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me on January 21st, 1997 by CLAUDE MALLEY, as acting Director of H.U.S.C., Inc., n/k/a Roto Runner, Inc. who is personally known to me or has produced identification in the form of _____ and who did or did not take an oath.

Michael J. McG
Notary public
Notary stamp:

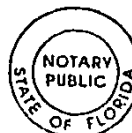


STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me on January 21st, 1997 by JEFFREY HEDGEPEETH, as acting Vice President of H.U.S.C., Inc., n/k/a Roto Runner, Inc. who is personally known to me or has produced identification in the form of Florida DL and who did or did not take an oath.

Donald C. Roselle
Notary public
Notary stamp:

CERTIFICATE



DONALD C. ROSSELLE
My Comm Exp. 7/28/97
Bonded By Service Ins
No. CC303288

FLNL

H.U.S.C., Inc. n/k/a Roto Runner, Inc., by its duly authorized officers, hereby certifies that the Article of Amendment to the Articles of Incorporation, a copy of which is attached hereto, was duly and regularly adopted and passed by vote sufficient for approval by written consent of the owners received at a board of directors meeting held on January 21, 1997.