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TRANSMITTAL LETTER

Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314 FILED W 9.16
TALLAHASSEE, FLORIDA
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

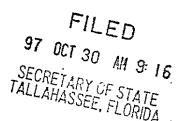
4 1997

SUBJECT: <u>HS ROFING THC:</u>
(Proposed corporate name - must include suffix)

	is an original and one (1) copy of the articles of incorporation and a check						
for:	\$70.00	\$78.75	\$122.50	\$131.2	5 ″		
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NOTE: Please provide the original and one copy of the articles.

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



MS ROOFING,	INC.	
	(present name)	

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE IX DELETE ATILO ENEMECIO MONIOYA AS VICE PRESIDENT, SECRETARY AND TREASURER. ADDRESS 1442 SW 3 St #2 MIAMI FL 33155.

d.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD:	The date of each amendment's adoption: AUGUST 27, 1997					
FOURTH:	Adoption of Amendment(s) (CHECK ONE)					
X	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.					
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):					
	"The number of votes cast for the amendment(s) was/were sufficient for approval by					
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.					
	The ameridment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.					
s	igned this 27 day of AUGUST, 19 97					
Signature ₋	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)					
	OR					
	(By a director if adopted by the directors)					
	OR					
	(By an incorporator if adopted by the incorporators)					
	HANUEL SABAILOS Typed or printed name					
	Pleside nT					

MINUTES

MS ROOFING INC.

Minutes of meeting of the above corporation held at 11827 SW 38 Terr Miami Fl 33175. on August 27, 1997 at 9:00 AM.

Present Were: MANUEL ANTONIO SABALLOS
ATILO ENEMECIO MONTOYA

The meeting accepted the resignation of Atilo Enemecio Montoya as director to take effect on August 27, 1997.

There being no futher business to discuss, the meeting ended.

MANUEL SABALLOS

ATTLO ENEMECIO MONTOYA'