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Angela Perella Bryant

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December 10, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

000002377660--2
-12/19/97-01050-017
*****95.25 *****95.25

Re: Articles of Amendment to the Articles of Incorporation of AFFINITY INVESTMENTS, INC. (Name Change/Change of Registered Agent)

To Who It May Concern:

Enclosed are the following:

1. One (1) original and two (2) copies of the Articles of Amendment to the Articles of Incorporation of AFFINITY INVESTMENTS, INC.;
2. Certificate of Designation of Registered Agent/Registered Office by MATRIX CONSTRUCTION, INC. (f/k/a Affinity Investments, Inc.); and
3. Check payable to the Department of State in the amount of \$95.25 in payment of the applicable filing fees (\$35.00) and to obtain a certified copy of the Articles of Amendment (\$52.50) and a Certificate of Status (\$8.75).

Please return the certified copy of the Articles of Amendment and the Certificate of Status to me at the above address at your earliest convenience. Should you have any questions or need any additional information with respect to this matter, please contact me at the above telephone number.

Very truly yours,


Angela Perella Bryant

Enclosures

Amend. & N/C

VS DEC 30 1997

FILED
97 DEC 19 AM 8:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
AFFINITY INVESTMENTS, INC.**

FILED
97 DEC 19 AM 8:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, Affinity Investments, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: That the Articles of Incorporation of the Corporation be amended by deleting ARTICLE I thereof in its entirety and substituting in lieu thereof the following:

ARTICLE I - NAME

The name of the corporation shall be MATRIX CONSTRUCTION, INC.

SECOND: That the Articles of Incorporation of the Corporation be amended by deleting ARTICLE VIII thereof in its entirety and substituting in lieu thereof the following:

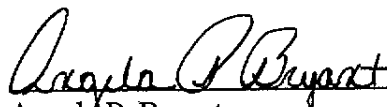
ARTICLE VIII - REGISTERED OFFICE AND AGENT

The address of the registered office of the corporation is 13925 Hayward Place, Tampa, FL 33624, and the name of the corporation's registered agent at such address is Jeffrey G. Bryant. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

THIRD: That the Corporation has not yet issued any shares of its capital stock.

FOURTH: That such amendment was duly adopted by the sole incorporator and director of the Corporation on November 24, 1997 without shareholder approval and, in accordance with Section 607.1005, Florida Statutes, shareholder approval was not required.

The undersigned sole incorporator and director of the Corporation has executed these Articles of Amendment to the Articles of Incorporation this 10th day of December, 1997.



Angela P. Bryant
Sole Incorporator and Director

**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is MATRIX CONSTRUCTION, INC.
2. The name and address of the registered agent and registered office is:

Jeffrey G. Bryant
13925 Hayward Place
Tampa, FL 33624

MATRIX CONSTRUCTION, INC.

By: Angela P. Bryant
Angela P. Bryant
Sole Incorporator and Director

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Jeffrey G. Bryant
Jeffrey G. Bryant

December 10th, 1997