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PHONE: (305)358-9900
(305)789-9302

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NAME: WAAS - PHILLIPS - ADLER CONSTRUCTION, INC.

AUDIT NUMBER.....H96000018168

DOC TYPE.....BASIC AMENDMENT

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WAAS-PHILLIPS-ADLER CONSTRUCTION, INC.

Pursuant to Section 607.1005 of the Florida Business Corporation Act, the undersigned Incorporator adopts the following Articles of Amendment to the Articles of Incorporation of Waas-Phillips-Adler Construction, Inc. (the "Corporation").

FIRST:

The name of the Corporation is Waas-Phillips-Adler Construction, Inc.

SECOND:

Article III is deleted in its entirety and the following Article III shall be substituted in its place:

The number and class of shares which the Corporation shall have authority to issue is twenty thousand (20,000) shares of Common Stock ("Common Stock"), having a par value of \$1.00 per share. Each share of Common Stock shall be entitled to one vote.


THIRD:

Article V, which designates the number of and persons to serve as initial directors of the Corporation, is deleted in its entirety.

FOURTH:

These Amendments were duly adopted by the Incorporator of the Corporation on December 30, 1996. The Corporation has not issued any shares of stock, and no shareholder action was required for adoption of these Amendments.

Dated: December 30, 1996


JOEL LEVY, Incorporator

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PREPARED BY:
St. John Daugherty, Esq.
Stroock & Stroock & Lavan
3300 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131
(305) 358-9900
Florida Bar #9372744