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Sent via 2-day U.P.S.

March 3, 2000

Secretary of State
409 E. Gaines Street
Tallahassee, Florida 32399

RE: Articles of Amendment & Restated and Amended Articles of Incorporation
for D Roofing.com, Inc.
Our File No.: 49011

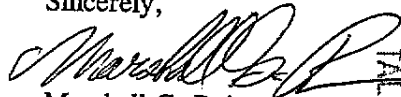
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Dear Sir or Madam:

Enclosed herewith are the Articles of Amendment to the Article of Incorporation of A Dean Scharn, Inc. and the accompanying Restated and Amended Articles of Incorporation of D Roofing.com, Inc. since the Articles of Amendment changed the name of the corporation. Also, enclosed is our check for \$43.75, which I was advised by telephone was the fee for filing these instruments. Please send confirmation of the filing of these instruments as well as a blank 2000 Uniform Business Report for this corporation to the undersigned at the above referenced address.

Thank you for your courtesy in this matter.

Sincerely,


Marshall G. Reissman

MGR/kg

Enclosures

NC
3-17-00
MGR

90 MAR -6 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF
DEAN SCHARN, INC.**

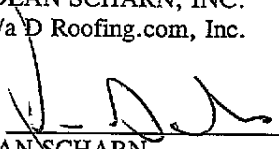
TO: Department of State
Tallahassee, Florida 32304

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles as amended to its Articles of Incorporation of Dean Scharn, Inc.:

1. The present name of the corporation is Dean Scharn, Inc.
2. The following amendment to the Articles of Incorporation adopted by the sole shareholder, and sole director of the corporation on February 22, 2000 in the manner prescribed by the Florida General Corporation Act; the name of the corporation shall be changed to D Roofing.com, Inc.
3. The number of shares of the corporation outstanding at the time of such adoption was 1,000; and the number of shares entitled to vote thereon is 1,000.
4. There is presently no designation of classes or known groups among the outstanding shares of stock of this corporation; all outstanding shares are entitled to vote thereon.
5. The number of shares voted for such amendment was 1,000; the number of shares voting against such amendment was zero.

DATED: 2-22-00

A DEAN SCHARN, INC.
n/k/a D Roofing.com, Inc.

By: 
DEAN SCHARN
Sole Shareholder, Sole Director,
and President/Secretary/Treasurer

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAR -6 AM 10:03

FILED