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Division of Corporations
Amendments Section
409 E. Haines Street
Tallahassee, FL 32399

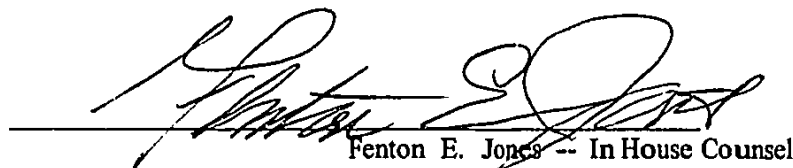
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January 15, 1997

Dear Sirs,

Enclosed find the original and one copy of Articles of Amendment to Articles of Incorporation of Environmental Building Products, Inc., and the original and one copy of Restated Articles of Incorporation of the same. Enclosed is a check for \$35.00 to cover the filing fee.

Please file the originals and return the copies to me at the above address.


Fenton E. Jones -- In House Counsel

Amend

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 21 AM 9:05
JAN 21 1997

<http://www.flanet.com/~ebp/>

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 21 AM 9:05

ENVIRONMENTAL BUILDING PRODUCTS, INC.

Pursuant to the provisions of section 607.1006, Florida statutes, this corporation adopts the following articles of amendments to its articles of incorporation:

FIRST: Amendments adopted:

1. The Last line of paragraph 5, PART A - COMMON STOCK, which presently reads:

'The holders of Common Stock will have no redemption or conversion rights except for the right of holders of Class A Common Stock to convert to Class B common Stock'.

is amended to read:

The holder of Common Stock will have no redemption or conversion rights except for the right of holders of Class B Common Stock to convert to Class A Common Stock.

2. Paragraph 8C, which presently reads:

'C. The provisions of paragraph 8.A shall not be applicable to any particular Business Combination Transaction, and such Business Combination Transaction shall require only such affirmative vote of the stockholder, if the condition specified in either of the following paragraphs (1) and (2) are met:'

is amended to read:

C. The provisions of paragraph 8.A shall not be applicable to any particular Business Combination Transaction, and such Business Combination Transaction shall require only such affirmative vote of the stockholders, if the condition specified in either of the following paragraphs (1) and (2) are met:'

3. Paragraph 10, which presently reads:

'10. A quorum of the Board of Directors shall consist of four directors, but in the event that the Board should consist in excess of six directors, two-thirds of the directors in office shall constitute a quorum.'

is amended to read:

10. A quorum of the Board of Directors shall consist of a majority, but in the event that the Board should consist in excess of six directors, two-thirds of the directors in office shall constitute a quorum.

4. Paragraph 13, which presently reads:

'13. The affirmative vote of the holder or at least 60% of the voting power of the shares of capital stock of the Corporation then entitled to vote generally in the election of directors, voting together as a single class, shall be required to amend, alter, change or repeal, or adopt any provision or provisions inconsistent with Paragraph 8, 9, 12, or 13 hereof, unless such amendment, alteration, change repeal or adoption of any inconsistent provision or provisions is declared advisable by the Board of Directors by the affirmative vote of (A) two-thirds the entire Board of Directors and (B) a majority of the Continuing Directors (as defined in Paragraph 8)'.

is amended to read;

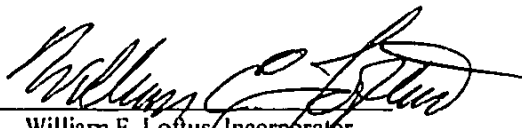
13. The affirmative vote of the holder or at least 60% of the voting power of the shares of capital stock of the Corporation then entitled to vote generally in the election of directors, voting together as a single class, shall be required to amend, alter, change or repeal, or adopt any provision or provisions inconsistent with Paragraph 8, 9, 12, or 13 hereof, unless such amendment, alteration, change repeal or adoption of any inconsistent provision or provisions is declared advisable by the Board of Directors by the affirmative vote of (A) two-thirds the entire Board of Directors if the Board of Directors has six or more members, or by a majority vote if less than six members.

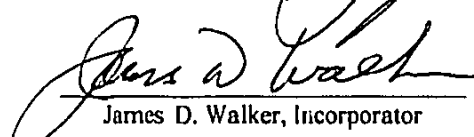
SECOND: The amendments do not affect any shares.

THIRD: The date of the adoption of all the above amendments was December 26, 1996.

FOURTH: The amendments were adopted by all of the Corporations incorporators, no Board of Directors having been formed, and no shares issues.

Signed this 27th day of December, 1996


William E. Loftus, Incorporator


James D. Walker, Incorporator