

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
 (904) 222-8870 • 1-800-342-8062 • Fax (904) 222-1222

**P97000035079**

Southwestern Perlite  
 Industries, Inc.

300002195829--4  
 -05/30/97--01014--021  
 \*\*\*\*122.50 \*\*\*\*122.50

- Art of Inc. File \_\_\_\_\_
- LTD Partnership File \_\_\_\_\_
- Foreign Corp. File Amend
- L.C. File \_\_\_\_\_
- Fictitious Name File \_\_\_\_\_
- Name Reservation \_\_\_\_\_
- Merger File \_\_\_\_\_
- Art. of Amend. File \_\_\_\_\_
- RA Resignation \_\_\_\_\_
- Dissolution / Withdrawal \_\_\_\_\_
- Annual Report / Reinstatement \_\_\_\_\_
- Cert. Copy \_\_\_\_\_
- Photo Copy \_\_\_\_\_
- Certificate of Good Standing \_\_\_\_\_
- Certificate of Status \_\_\_\_\_
- Certificate of Fictitious Name \_\_\_\_\_
- Corp Record Search \_\_\_\_\_
- Officer Search \_\_\_\_\_
- Fictitious Search \_\_\_\_\_
- Fictitious Owner Search \_\_\_\_\_
- Vehicle Search \_\_\_\_\_
- Driving Record \_\_\_\_\_
- UCC 1 or 3 File \_\_\_\_\_
- UCC 1 Search \_\_\_\_\_
- UCC 11 Retrieval \_\_\_\_\_
- Courier \_\_\_\_\_

FILED  
 97 MAY 30 AM 11:26  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

RECEIVED  
 97 MAY 30 AM 10:39  
 DIVISION OF CORPORATION

5/30/97
DR
DR
DR
DR
DR
DR

Refer and application  
 Signature  
Sent 5/30/97. T.C.

Requested by DR 5/30 MISS  
 Name Date Time  
 Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_

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

**Southwestern Perlite Industries, Inc.**

FILED  
97 MAY 30 AM 11:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1001, Florida Statutes, the Articles of Incorporation of the above-named Corporation are amended to read as follows:

1. Article IX - Officers, is amended to read as follows:

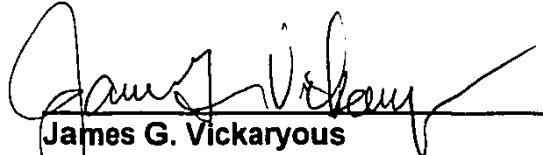
**ARTICLES IX - OFFICERS**

The names and addresses of the Officers, who are subject to the provisions of these Articles, By-Laws and Laws of the State of Florida, shall hold office for the first year of this corporation's existence or until their successors are elected, and have qualified are as follows:

<b>NAME</b>	<b>ADDRESS</b>	<b>TITLE</b>
Richard Crittenden	2074 M-32 Alpena, MI 49707	President
Tom Kiser	3934 Pascay Court Holiday, FL 34691	Vice- President
Cynthia Gabara	2074 M-32 Alpena, MI 49707	Secretary

2. The foregoing amendment was adopted by the incorporators pursuant to Section 607.1002, Florida Statutes, without action by the Shareholders. Further, the above amendment was made before issuance of any shares of stock in the above-named corporation.

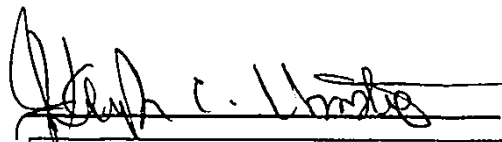
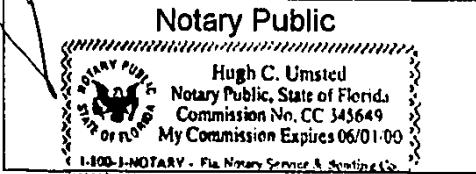
Accordingly, we have executed these Articles of Amendment on May 29, 1997.

  
**James G. Vickaryous**  
Incorporator/Subscriber

State of Florida  
County of Pasco

The foregoing instrument was acknowledged before me this 29th day of May, 1997, by **James G. Vickaryous**, incorporator of the above corporation, who is personally known to me.

**THIS INSTRUMENT PREPARED BY:**  
**JAMES G. VICKARYOUS, Esq.**  
**UMSTED & VICKARYOUS**  
9436 Regency Park Blvd.-Ste. A  
Port Richey, FL 34668  
(813)844-7944  
(813)844-7344-Facsimile  
FL Bar No: 0986933 SPN: 231140

  
**Notary Public**  
  
1-800-1-NOTARY - Fla. Notary Service & Supplies, Inc.