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DAVID C. HICKMAN RESIDENTIAL CONTRACTOR, INC.

3762 S. Alabama Avenue • Homosassa, FL 34448

September 29, 1997

FILED
97 OCT -9 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

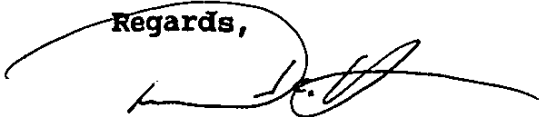
Florida Secretary of State
Division of Corporation Fees
P. O. Box 6327
Tallahassee, Florida 32314

Gentlemen:

We are enclosing Amendment to our Articles of Incorporation, along with a check in the amount of \$35.00 to cover the fee for registering this change.

In addition, we are enclosing a self-addressed envelope for your convenience in notifying us that this change has been made.

Regards,


David C. Hickman
President

Enclosures

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OCT 14 1997

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
DAVID C. HICKMAN, RESIDENTIAL CONTRACTOR
A FLORIDA CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617, of the Florida Statutes, the undersigned, President of **DAVID C. HICKMAN, RESIDENTIAL CONTRACTOR INC.**, a Florida Corporation, hereby certifies that the following Amendment to the Articles of Incorporation was duly adopted by unanimous consent by the Directors and Shareholders at a meeting duly held by them on the 26th day of September, 1997:

AMENDMENT

ARTICLE ONE - The name is hereby amended to read as follows:

"The name of this corporation is **HICKMAN & HAGYE CONSTRUCTION, INC.**, a Florida Corporation."

RESOLVED, that in all other respects the Articles of Incorporation of this corporation shall remain the same and in full force and effect.

RESOLVED, the above amendment was approved by the Shareholders.

RESOLVED, the above amendment was approved by a majority of the members of the Board of Directors and Officers.

DATED at Crystal River, Citrus County, Florida, this 26th day of September, 1997.


DAVID C. HICKMAN
PRESIDENT

STATE OF FLORIDA)
)
COUNTY OF CITRUS)

BEFORE ME, the undersigned authority, personally appeared DAVID C. HICKMAN, being the President/Director and Shareholder, who is known to me to be the person described and who subscribed to the above Articles of Amendment to the Articles of Incorporation of DAVID C. HICKMAN RESIDENTIAL CONTRACTOR INC., a Florida Corporation, and did freely and voluntarily acknowledge before me according to the law that made and subscribed the same for the uses and purposes herein mentioned and set forth.

IN WITNESS WHEREOF, I have set my hand and official seal at CRYSTAL RIVER, Citrus County, Florida, on this 8th day of OCTOBER, 1997.

Barbara C. Myers
Notary Public

My Commission Expires:



BARBARA C. MYERS
My Comm Exp. 2/26/98
Bonded By Service Inc
No. CC347530
1) Personally Known (1) Other

**MINUTES OF A SPECIAL MEETING
OF THE OFFICERS/DIRECTORS AND SHAREHOLDERS OF
DAVID C. HICKMAN, RESIDENTIAL CONTRACTOR, INC.
OF SEPTEMBER 26, 1997**

The special meeting of the Board of Directors, shareholders and officers of the corporation was held on September 26, 1997 at 753 N. Citrus Avenue, Crystal River, Florida.

Present were DAVID C. HICKMAN and GAYLE F. HICKMAN, being all of the Directors/Shareholders and Officers of the corporation. Also present were Gaylord B. Hagye, Jane A. Hagye, and Phillip W. Price.

There being a quorum of directors and shareholders, the Chairman called the meeting to order and stated that the purpose of this meeting was reorganization of the corporation.

Upon motion duly made and seconded, and unanimously carried, the following resolutions were made:


RESOLVED, that GAYLORD B. HAGYE become an equal partner in the corporation and be issued an equal number of shares (100) to be held jointly with his wife, JANE A. HAGYE. The shares would be purchased in cash and tangible assets in an amount proportionate to the income and expenses from inception to date, and tangible assets invested by DAVID C. HICKMAN. The tangible assets are to be booked at Fair Market Value by the corporation accountant, Price & Company, P.A.

RESOLVED, that the Articles of Incorporation filed with the Secretary of State are to be amended to reflect the corporation's name change from "DAVID C. HICKMAN, RESIDENTIAL CONTRACTOR INC.", a Florida Corporation" to "HICKMAN & HAGYE CONSTRUCTION, INC., a Florida Corporation." Said copy of Amendment to the Articles of Incorporation is attached hereto and made a part hereof.

RESOLVED, that the number of Directors be increased from two (2) to four (4).

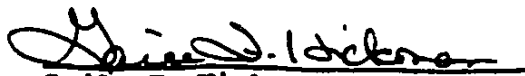
There being no further business to come before the meeting,
said meeting was adjourned.

Dated this 26th day of September, 1997.



David C. Hickman, President
Director and Stockholder

Attest:



Gaile F. Hickman
Secretary/Treasurer
Director and Stockholder