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Requestor's Name	
	3811 Turtle Creek Boulevard Suite 600 Dallas, Texas 75219-4421

City/State/Zip

Phone #

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*****35.00 *****35.00

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
97 JUL -9 AM 11: 15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7-14-97
NFW

Tanya G. Foreman

Attorney at Law

14501 Montfort Drive, #1315
Dallas, Texas 75240
(972) 789-1711

June 16, 1997

Florida Department of State
Division of Corporations
Amendment Section
Post Office Box 6327
Tallahassee, Florida 32314

97 JUL -9 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

RE: RGS Coatings, Inc.

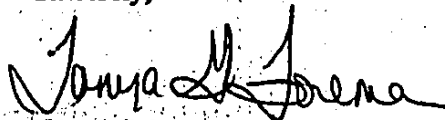
Dear Sir or Madam:

Enclosed is an original and one (1) copy of the Articles of Amendment to the Articles of Incorporation for RGS Coatings, Inc., and a check in the amount of \$35.00. Please return the stamped copy of said Articles to me at the following address:

Tanya G. Foreman
14501 Montfort Drive, #1315
Dallas, Texas 75240

If you have any questions, please contact me at (214) 520-9292, Ext. 316. Thank you for your prompt assistance in this matter.

Sincerely,



Tanya G. Foreman
Attorney at Law

Enclosures

a:\rgsflaltr.wpd

Member of
American Bar Association
Florida Bar Association
Texas Bar Association

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
RGS COATINGS, INC.**

FILED
97 JUL -9 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Amendments adopted:

ARTICLE II

The principal place of business and mailing address of the Corporation shall be as follows:

2771 U.S. 90 West, Lake City, Florida 32055.

ARTICLE IV

The name and address of the Corporation's registered agent and office shall be: William R.

Davis, 2771 U.S. 90 West, Lake City, Florida 32055.

ARTICLE VIII

The number of Directors constituting the Board of Directors of the Corporation shall be two

(2). The names and addresses of the persons who are to serve as the Directors of the Corporation shall be as follows:


	<u>NAME</u>	<u>ADDRESS</u>
1.	William R. Davis	601 South Marion Street Lake City, Florida 32025
2.	Shanon M. Dees	Route 1 Box 312 Branford, Florida 32008

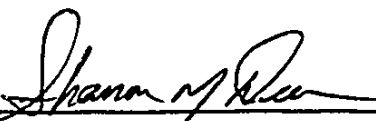
SECOND: The date of each amendment's adoption: 2nd day of ^{July} ~~June~~, 1997.

THIRD: Adoption of Amendments:

The amendments were adopted by the Board of Directors without shareholder action, and shareholder action was not required.

Signed this 2nd day of ^{July} ~~June~~, 1997.


WILLIAM R. DAVIS
Director D 200-793 70-296-0


SHANON M. DEES
Director D 120 936 60 300 0

STATE OF FLORIDA
COUNTY OF COLUMBIA

BEFORE ME, the undersigned Notary Public of the State of Florida, personally appeared
WILLIAM R. DAVIS and SHANON M. DEES, to me well known and known to me to be the
individuals described in and who executed the foregoing Articles of Amendment, and each
individual acknowledged before me that he executed the same freely and voluntarily for the purpose
therein expressed.

WITNESS my hand and official seal this 2nd day of ^{July} June, 1997.

My Commission Expires:

Johnnie M. Silvers

Notary Public, State of Florida

Printed, typed, or stamped name:

