



THE UNITED STATES
CORPORATION
COMPANY

P97000045540

ACCOUNT NO. : 072100000032

REFERENCE : 957906 4346980

AUTHORIZATION : Patricia Pignatelli

COST LIMIT : \$ 87.50

ORDER DATE : September 10, 1998

ORDER TIME : 9:15 AM

ORDER NO. : 957906-005

CUSTOMER NO: 4346980

CUSTOMER: Ms. Felicia M. Twardoch
Kalish & Ward
101 East Kennedy Boulevard
4100 Barnett Plaza
Tampa, FL 33602

FILED
98 SEP 11 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

400002636864--3

DOMESTIC AMENDMENT FILING

NAME: HOME INSPECTION SERVICES OF
AMERICA, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

me 9/14



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 11, 1998

CSC
STACY L. EARNEST
TALLAHASSEE, FL

SUBJECT: HOME INSPECTION SERVICES OF AMERICA, INC.
Ref. Number: P97000045540

RESUBMIT

Please give original
submission date as file date.

We have received your document for HOME INSPECTION SERVICES OF AMERICA, INC. and the authorization to debit your account in the amount of \$. However, the document has not been filed and is being returned for the following:

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 098A00046226

RECEIVED
98 SEP 14 AM 10:45
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
HOME INSPECTION SERVICES OF AMERICA, INC.

FILED
98 SEP 11 AM 11:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HOME INSPECTION SERVICES OF AMERICA, INC., a corporation organized and existing under the laws of State of Florida (the "Corporation"), in order to amend its Articles of Incorporation in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

1. The Articles of Incorporation of the Corporation were filed by the Secretary of State of the State of Florida on May 22, 1997.
2. Article III of the Articles of Incorporation authorized the Corporation to issue 10,000 shares of common stock, \$1.00 par value per share.
3. The amendment to the Articles of Incorporation being effected hereby will completely delete Article III of the Articles of Incorporation as of the date hereof and substitute in its place the Article III set forth below.
4. As amended below, Article III of the Articles of Incorporation has the effect of (i) clarifying the powers, privileges and rights with respect to the \$1.00 par value common stock of the company and (ii) creating and authorizing the Corporation to issue 10,000 shares of preferred stock, par value \$1.00 per share, in addition to the existing class of common stock.
5. This amendment to the Articles of Incorporation was approved by the majority shareholder and the number of votes cast for the amendment by the majority shareholder was sufficient for approval. The date of adoption is 8/31/98.
6. These Articles of Amendment to the Articles of Incorporation shall be effective immediately upon filing by the Secretary of State of the State of Florida and, thereafter, Article III of the Articles of Incorporation of the Corporation shall read as follows:

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ARTICLES OF INCORPORATION OF
HOME INSPECTION SERVICES OF AMERICA, INC.
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"ARTICLE III

Capital Stock

A. Common Stock. This Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock ("Common Stock"), which shall have the following powers, privileges, preferences and rights:

1. *General.* The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights of the holders of the Preferred Stock (as provided for in III.B. below) of any series as may be designated by the Board of Directors upon the creation and issuance from time to time of any series of the Preferred Stock.

2. *Voting.* The holders of the Common Stock shall be entitled to one vote for each share held at all meetings of stockholders (and written actions in lieu of meetings). There shall be no cumulative voting.

3. *Dividends.* Dividends may be declared and paid on the Common Stock from funds lawfully available therefor as and when determined by the Board of Directors and subject to any preferential dividend rights of any then outstanding Preferred Stock.

4. *Liquidation.* Upon the dissolution or liquidation of the Corporation, whether voluntary or involuntary, holders of Common Stock will be entitled to receive all assets of the Corporation available for distribution to its stockholders, subject to any preferential rights of any then outstanding Preferred Stock.

B. Preferred Stock. This Corporation is authorized to issue 10,000 shares of preferred stock, par value \$1.00 per share. The Board of Directors of the Corporation is authorized, in its discretion, to provide by resolution for the issuance of such Preferred Stock in one or more series from time to time. The Board of Directors shall also determine the subscription price for each series of Preferred Stock created and issued. Each series of Preferred Stock shall have all powers, privileges, preferences, and rights established by the Board of Directors prior to the issuance, including, without limitation, dividend and liquidation preferences, voting rights, redemption rights and conversion rights, all to the full extent now permitted under the Florida Business Corporations Act."

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IN WITNESS WHEREOF, HOME INSPECTION SERVICES OF AMERICA, INC. has
caused these Articles of Amendment to the Articles of Incorporation to be executed this 31 day
of August, 1998.

**HOME INSPECTION SERVICES OF
AMERICA, INC.**

By:


Angela F. North, President

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