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OF COUNSEL

January 25, 1999

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*BOARD CERTIFIED IN APPELLATE PRACTICE

VIA OVERNIGHT MAIL
PERSONAL AND CONFIDENTIAL

Ms. Terri Buckley
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: All-Pro Roofing Services, Inc.

400002762344--2

-02/02/99-01003-007

*****87.50 *****43.75

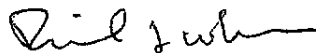
Dear Ms. Buckley:

With regard to the above-referenced corporation, enclosed are the articles of amendment to articles of incorporation, along with an additional copy for certification. Also enclosed is this firm's check in the amount of \$87.50, in payment of the following fees:

Filing fee for the amendment	\$ 35.00
One certified copy of articles of amendment	52.50
	<u>\$ 87.50</u>

Thank you for your assistance in this matter.

Very truly yours,



Richard F. Wheeler

RFW/tlp
Enclosures
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99 JAN 26 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ILL FEB 2 1999

**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
ALL-PRO ROOFING SERVICES, INC.**

We, the undersigned, being the president and secretary of All-Pro Roofing Services, Inc., a corporation existing under the laws of the State of Florida, under the provisions of the statutes of the State of Florida relation to the Amendment of Articles of Incorporation of Florida corporations, hereby certify as follows:

1. The present name of the corporation is All-Pro Roofing Services, Inc.

2. By written action of the shareholders and directors on January 22, 1999, the following resolutions changing the name of the corporation to Roof-Pro of Tampa Bay, Inc., were adopted:

RESOLVED that the name of the corporation shall be changed from All-Pro Roofing Services, Inc., to Roof-Pro of Tampa Bay, Inc.

RESOLVED FURTHER that Article I of the Articles of Incorporation of All-Pro Roofing Services, Inc., is hereby deleted in its entirety and a new Article I is substituted in its place, which shall read as follows:

ARTICLE I. NAME

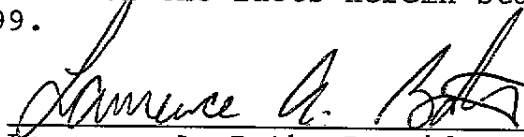
The name of this corporation is
Roof-Pro of Tampa Bay, Inc.

RESOLVED FURTHER that the officers of this corporation are hereby instructed to execute and file Articles of Amendment with the Department of State, Tallahassee, Florida, in the form and manner required by Florida Statutes section 607.1006.

IN WITNESS WHEREOF, the undersigned being the president and secretary of this corporation, execute these Articles of

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Amendment and certify to the truth of the facts herein stated,
this 22 day of January, 1999.



Lawrence A. Both, President

(Corporate Seal)

ATTEST:

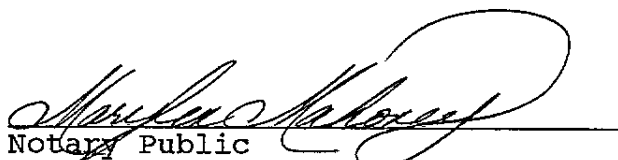


Grace M. Both, Secretary

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Personally appeared before me, the undersigned Notary Public, this day, Lawrence A. Both and Grace M. Both, by me personally known to be the president and secretary of All-Pro Roofing Services, Inc., a Florida corporation, and acknowledge that they executed the foregoing Articles of Amendment to Articles of Incorporation of All-Pro Roofing Services, Inc., as its president and secretary, and for and on behalf of said corporation, and that the seal affixed hereto is the true corporate seal of said corporation, all pursuant to authority in them duly vested by the shareholders and directors of said corporation.

22 Witness my hand and official seal at Brandon, Florida, this
day of January, 1999.



Notary Public



Printed Name of Notary Public

My Commission Expires: _____

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