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SCOTT M. KAYE (ADM. GA & FL)

OF COUNSEL
NORMAN G. JOHNSON

February 28, 2001

Via Federal Express

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-03/01/01--01041--030
****175.00 *****35.00

Re: Tiernan & Patrylo Corporation, Inc.

Dear Division of Corporations:

Enclosed for filing please find:

1. Articles of Amendment to Articles of Incorporation of Tiernan & Patrylo Corporation, Inc., changing the name of the Corporation to R. W. Paul Construction, Inc. (\$35.00)
2. Resignation of Director John H. Tiernan (\$35.00)
3. Resignation of Director John P. Tiernan (\$35.00)
4. Resignation of Director Olivier LeMaitre (\$35.00)
5. Statement of Change of Registered Office and Registered Agent (\$35.00)

I am also enclosing my firm check number 2196 in the amount of \$175.00 to cover the filing fees. Please return file-stamped copies of these documents to me in the enclosed Federal Express Envelope.

Thank you in advance for your assistance in this matter. If any further information is required, please contact me at the below-listed number.

Sincerely yours,


Scott M. Kaye

FILED
01 MAR - 1 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ac n/c
3/6/01

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TIERNAN & PATRYLO CORPORATION, INC.**

Pursuant to the provision of §607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation.

First

Tiernan & Patrylo Corporation, Inc., has adopted an amendment to Article One of its Articles of Incorporation, changing the name of the corporation from Tiernan & Patrylo Corporation, Inc., to R. W. Paul Construction, Inc.

Second

This amendment does not provide for an exchange, reclassification or cancellation of issued shares. No provision for implementing the amendment are needed.

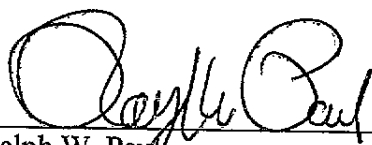
Third

The date of the amendment's adoption is February 24, 2001.

Fourth

The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 27 day of February, 2001.



Ralph W. Paul
President, R.W. Paul Construction, Inc.

MANCHEL,
WIGGINS &
KAYE, P.C.

729 PIEDMONT AVE.
ATLANTA, GA. 30308
(404) 522-1701

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01 MAR - 1 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA