

Kenneth V. Hemmerle, II
Attorney at Law

SUITE E
1322 NORTHEAST FOURTH AVENUE
Fort Lauderdale, Florida 33304

TELEPHONE (954) 768-9116
TELECOPIER (954) 768-9117

May 20, 1998

FLORIDA DEPARTMENT OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: A. Errair Roofing Co.

300002534043--8
-05/22/98-01111--008
*****43.75 *****43.75

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of a Certificate of Amendment to Certificate of Incorporation of Raymond E. Errair, Inc. Please file the original on our behalf. Please certify the copy and return to us.

Also enclosed, is a check in the amount of \$43.75 (\$35.00 filing fee plus \$8.75 for a Certificate of Status), payable to the Secretary of State.

If you have any questions, please feel free to contact me.

Sincerely,



KENNETH V. HEMMERLE, II

KVH, II/erk
Enclosures

FILED
98 MAY 22 AM 8:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N.C.
6-1-98
CC

**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF INCORPORATION OF
RAYMOND E. ERRAIR, INC.**

We, the undersigned President and Secretary of RAYMOND E. ERRAIR, INC., a corporation organized under the laws of the State of Florida and located in the County of Broward, in such State, hereby certify:

1. The name of the corporation is A. ERRAIR ROOFING CO. effective the 20th day of May, 1998.

2. The Certificate of Incorporation is amended by the following resolution adopted by both the Board of Directors and the Stockholders on May 20, 1998:

RESOLVED, that the officers of the Corporation be, and they hereby are, authorized to take the necessary measures to amend the Corporation's Certificate of Incorporation by changing the name of the Corporation from RAYMOND E. ERRAIR, INC. to A. ERRAIR ROOFING CO.

The Certificate of Incorporation is hereby amended to that Article I is eliminated, and the following substituted for said Article I:

ARTICLE I. The name of this Corporation shall be: A. ERRAIR ROOFING CO.

3. Vote of Stockholders.

<u>No. Shares Entitled To Vote</u>	<u>Total Voting Power of Shares Entitled to Vote</u>	<u>Vote Required for Adoption</u>	<u>Vote Favoring the Adoption</u>
100	100%	Majority	100%

Signed and dated at Ft. Lauderdale, Florida this 20th day of May, 1998.

FILED
1998 MAY 22 AM 8:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. ERRAIR ROOFING CO.

BY:

Raymond E. Errair
Raymond E. Errair, President

ATTEST:

Raymond E. Errair
Raymond E. Errair, Secretary

STATE OF FLORIDA

SS:

COUNTY OF BROWARD

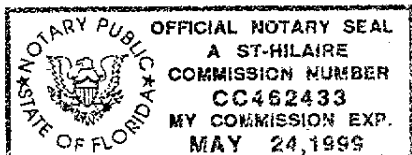
I HEREBY CERTIFY that on this 20th day of May, 1998, personally appeared before me RAYMOND E. ERRAIR, to me well known to be the President and Secretary of A. ERRAIR ROOFING CO., who acknowledged to me that he executed said Certificate of amendment to Certificate of Incorporation as his free and voluntary act and deed for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written at Ft. Lauderdale, Florida.

C. J. St-Hilaire
NOTARY PUBLIC, State of Florida

My Commission Expires:

A. St-Hilaire
(Typed or written name of Notary)



**WAIVER OF NOTICE OF SPECIAL JOINT MEETING OF STOCKHOLDERS
AND DIRECTORS OF RAYMOND E. ERRAIR, INC.**

We, the undersigned stockholders and directors of RAYMOND E. ERRAIR, INC., hereby waive notice of time, place and purpose of the Special Joint Meeting of Stockholders and Directors of RAYMOND E. ERRAIR, INC., and consent to the transaction of any and all business which may come before the stockholders and directors at the Special Joint Meeting of Stockholders and Directors of RAYMOND E. ERRAIR, INC., to be held on Wednesday, May 20, 1998 at 2:30 p.m. at 1322 Northeast Fourth Avenue, Suite E, Ft. Lauderdale, Florida 33304.

DATED this 20th day of May, 1998.



RAYMOND E. ERRAIR

**MINUTES OF SPECIAL JOINT MEETING OF STOCKHOLDERS AND
DIRECTORS OF RAYMOND E. ERRAIR, INC.**

The Special Joint Meeting of Stockholders and Directors of RAYMOND E. ERRAIR, INC. was held at 1322 Northeast Fourth Avenue, Suite E, Ft. Lauderdale, Florida 33304 at 2:30 p.m. on May 20, 1998.

Raymond E. Errair, President of the Corporation, presided as Chairperson of the meeting and the Secretary, Raymond E. Errair, kept the minutes thereof.

The Secretary then presented and read to the meeting a Waiver of Notice of Special Meeting subscribed to by all of the Stockholders and Directors of the Corporation.

Upon motion duly made, seconded and unanimously carried, it was:

RESOLVED, that the Secretary be requested to cause the same to be spread at length upon the minutes.

The Chairperson then brought to the group's attention the fact that the Corporation desired to change its name. Whereupon, after discussion, and upon motion duly made, seconded and unanimously carried, it was:

RESOLVED, that the officers of the Corporation be, and they hereby are, authorized to take the necessary measures to amend the Corporation's Certificate of Incorporation by changing the name of the Corporation from RAYMOND E. ERRAIR, INC. to A. ERRAIR ROOFING CO.

There being no further business on hand, the meeting was adjourned.


RAYMOND E. ERRAIR