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MARTIN J. WEGMAN
(1918-1977)

November 26, 1997

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee FL 32314

Re: *Amendment to the Articles of Incorporation of Southeast Roofing Supply, Inc.*
Charter No. P97000091268
Our File: 870013 (162)

900002364429--8

-12/05/97--01089--008

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

Dear Sir/Madam:

Enclosed herewith please find the original Certificate of Amendment to the Articles of Incorporation of Southeast Roofing Supply, Inc. along with our firm's check in the amount of \$35.00 representing the filing fee for this Amendment. I would appreciate it if you would process this Amendment in accordance with your normal procedure and thereafter return to me a time stamped copy of the approved Amendment.

Very truly yours,

WEGMAN, HESSLER, VANDERBURG & O'TOOLE

Keith A. Vanderburg
Keith A. Vanderburg

KAV:cmk
Enclosures

97 DEC 28 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

P97000091268
Net + Amend
12-5-97
388

**CERTIFICATE OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
SOUTHEAST ROOFING SUPPLY, INC.**

FLORIDA CHARTER NO. P97000091268

David A. Moorhead, President, and Fredric T. Pratt, Treasurer, of Southeast Roofing Supply, Inc., a Florida corporation for profit, do hereby certify that on the 25th day of November, 1997, by unanimous written consent without a meeting, the Shareholders of Southeast Roofing Supply, Inc., did adopt the following Resolutions of Amendment to the Articles of Incorporation of Southeast Roofing Supply, Inc.:

**Amendment to the
Articles of Incorporation**

BE IT RESOLVED, that the Corporation's Articles of Incorporation shall be amended to restate the FIRST Article as follows:

FIRST: The corporate name that satisfies the requirements of Section 607.0401 is
Southern Commercial Roofing Systems, Inc.

BE IT FURTHER RESOLVED, that the Corporation's Articles of Incorporation shall be amended to restate the FOURTH Article as follows:

FOURTH: The purposes for which and for any of which the Corporation is formed are as follows:

To acquire, own, manufacture, use, lease, mortgage, pledge, hypothecate, exchange, assign, transfer and dispose of property of all kinds wherever situated, including shares of stock, bonds, debentures, warrants, notes, scripts, securities, interest in real estate, evidences of indebtedness, accounts receivable, contracts and obligations of any corporation, association, firm or individual, and to pay for the same in cash or in shares or obligations of the corporation or otherwise.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

67 DEC -5 PM 12:17

APPROVED
AND
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To enter into, promote or conduct any kind of business, contract or undertaking and for such purpose to acquire, take over and dispose of any or all of the assets of any corporation, association, firm, or individual, to assume their rights and liabilities guarantee or become surety for the performance of their obligations, and participate in any way in their affairs.

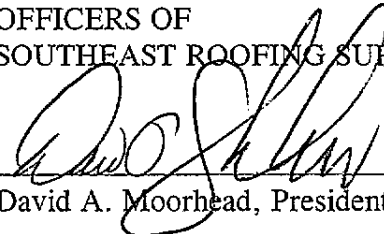
To possess and exercise without restriction as fully as a natural person might do all of the powers and authorities conferred upon or permitted to corporations under the laws of the State of Florida; and to do any and all things incidental to the accomplishment of the purposes hereinbefore set forth or incidental to the protection and benefit of the Corporation.

To do any one or more of the acts and things expressed in this Article Fourth either as principal or as agent for any other corporation, association, firm or individual.

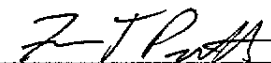
The Corporation reserves the right at any time and from time to time to substantially change its purposes in any manner now or hereafter permitted by statute. Any change in the purposes of the Corporation, authorized or approved by the holders of shares entitled to exercise the proportion of the voting power of the Corporation now or hereafter required by statute or by the Articles of Incorporation of the Corporation or such authorization or approval shall be binding and conclusive upon every shareholder of the Corporation, as fully as if such shareholder had voted therefor; and no shareholder, notwithstanding that he may have voted against such change of purposes or may have objected in writing thereto, shall be entitled to payment of the fair cash value of his share.

IN WITNESS WHEREOF, the said David A. Moorhead, President, and Fredric T. Pratt, Treasurer of Southeast Roofing Supply, Inc., have hereunto subscribed their names this 26th day of November, 1997.

OFFICERS OF
SOUTHEAST ROOFING SUPPLY, INC.



David A. Moorhead, President



Fredric T. Pratt, Treasurer