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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: CARDINAL EQUIPMENT OF SOUTH FLORIDA, INC.

DOCUMENT NUMBER: P97000100513

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

LINDA POLLY
(Name of Contact Person)

UHEL POLLY HAULING INC
(Firm/ Company)

2700 NW 33 ST.
(Address)

POMPANO BEACH, FL 33069
(City/ State/ and Zip Code)

For further information concerning this matter, please call:

LINDA POLLY at (954) 971-3870
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|---|--|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed) |
|--|---|--|---|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Articles of Amendment
to
Articles of Incorporation
of

FILED
05 FEB -8 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CARDINAL EQUIPMENT OF SOUTH FLORIDA, INC.
(Name of corporation as currently filed with the Florida Dept. of State)

P 97000100513
(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

UHEL POLLY SITE SERVICES, INC.
(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: (BE SPECIFIC)

FIRST AMENDMENT TO CERTIFICATE OF INCORPORATION
A/K/A ARTICLES OF INCORPORATION OF CARDINAL
EQUIPMENT OF SOUTH FLORIDA, INC., A FLORIDA
CORPORATION.

(SEE ATTACHED)

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

(SEE ATTACHED) #1

FIRST AMENDMENT TO
CERTIFICATE OF INCORPORATION
a/k/a ARTICLES OF INCORPORATION
OF
CARDINAL EQUIPMENT OF SOUTH FLORIDA, INC
a Florida Corporation

Pursuant to Florida Statutes, the Articles of Incorporation of Cardinal Equipment of South Florida Inc. (AKA Uhel Polly Site Services, Inc) a Florida Corporation, hereafter referred to as the "Corporation" is amended to read as follows:

Article 7.1 of the Articles of Incorporation of the Corporation is hereby deleted in its entirety, and the following text is inserted in lieu thereof:

"The aggregate number of shares, classes of shares and par value of shares which the Corporation shall have authority to issue is: 10 shares of Class A (Voting) Common Stock having par value of \$1.00 per share, and 990 shares of Class A (Non-Voting) Common Stock having par value of \$1.00 per share. Each share of Class A (Non-Voting) Common Stock shall be in all respects equal to each share of Class A (Voting) Common Stock except that, unless otherwise provided by law, the holders of Class A (Non-Voting) Common Stock shall not be entitled to vote."

The Officers and Directors and Registered Agent shall be amended as stated in the attachment to these Articles of Amendment. (Attachment #2)

The foregoing amendment to the Articles of incorporation of the Corporation was duly adopted and approved by written consent of the Shareholders and Directors of the Corporation on February 4, 2005, pursuant to Florida Statute. The number of votes cast in favor of the foregoing amendment by the Shareholders was sufficient for the approval of the amendment.

This amendment shall be effective as of the date of filing of this First Amendment.

IN WITNESS WHEREFORE, the undersigned officer of the Corporation has executed this First Amendment effective February 4, 2005

CARDINAL EQUIPMENT OF SOUTH FLORIDA, INC

By: Uhel Polly
Uhel Polly, II President

The date of each amendment(s) adoption: JANUARY 26, 2005

Effective date if applicable: JANUARY 26, 2005
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 5 day of February, 2005.

Signature

Linda Polly

I hereby accept designation as Registered Agent

(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

LINDA POLLY

(Typed or printed name of person signing)

VICE PRESIDENT / Registered Agent

(Title of person signing)

FILING FEE: \$35

**UNANIMOUS WRITTEN CONSENT
OF THE
BOARD OF DIRECTORS AND SHAREHOLDERS**

The undersigned, constituting the Shareholders and Directors of Cardinal Equipment of South Florida Inc (AKA Uhel Polly Site Services, Inc) a corporation organized under the laws of the State of Florida (the "Corporation"), by consent in writing pursuant to the authority contained in Section 607.0704 of the Florida Statutes, without the formality of convening a meeting, hereby consent to the following action of the Corporation:

RESOLVED THAT:

1. The Shareholders and Directors deem it advisable that the Corporation adopt, approve and implement the following Plan of Recapitalization, and such Plan of Recapitalization, is hereby adopted approved and ratified.

PLAN OF RECAPITALIZATION

A. The Articles of Incorporation of the Corporation shall be amended to provided that the aggregate number of shares which the Corporation shall have authority to issue is 10 shares of Class A (Voting) Common Stock with par value of \$1.00 per share, and 990 shares of Class A (Non-Voting) Common Stock with par value of \$1.00 per share, such Class A (Voting) Common Stock to have exclusive voting rights, except as may otherwise be provided by law.

B. Immediately upon such Amendment becoming effective:

1 All of then existing shares of the presently authorized Common Stock of the Corporation (the "Old Common Stock") shall automatically be canceled; and

2 Each holder of the Old Common Stock shall automatically become the holder of Five (5) shares of new Class A (Voting) Common Stock and of Four hundred Ninety-Five (495) shares of new Class A (Non-Voting) Common Stock, with the result that the ownership of the stock will be as follows:

Share holder	Number of Shares of Class A (Voting) Common Stock	Number of Shares of Class B (Non-Voting) Common Stock	Total
Uhel Polly, II	5	495	500
Linda DiMarco-Polly	5	495	500
Total	10	990	1,000

C. As soon as practical after the Amendment becomes effective, the Shareholders of the Corporation shall surrender to the Corporation all Certificates representing the then outstanding shares of the Old Common Stock of the Corporation.

D. The appropriate officers of the Corporation shall be authorized and empowered to take such action and to execute such documents on behalf of and in the name of the Corporation as may be reasonably necessary to implement and carry out the terms of this Plan of Recapitalization.

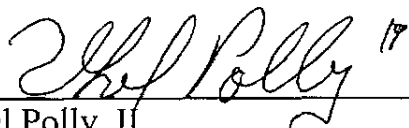
2. Article 7.1 of the Articles of Incorporation of the Corporation shall be amended to read as follows:

“The aggregate number of shares, classes of shares and par value of shares which the Corporation shall have authority to issue is: 10 shares of Class A (Voting) Common Stock having par value of \$1.00 per share. And 990 shares of Class A (Non-Voting) Common Stock having par value of \$1.00 per share. Each share of Class A (Non-Voting) Common Stock shall be in all respects equal to each share of Class a (Voting) Common Stock except that, unless otherwise provided by law, the holders of Class A (Non-Voting) Common Stock shall not be entitled to vote.”


3. The President of the Corporation is authorized and directed to execute, under corporate seal of the Corporation, an Amendment to the Articles of Incorporation and to file such Amendment with the Secretary of State of the State of Florida.

DATED: February 4, 2005

Shareholders and Directors:



Uhel Polly, II
President and Shareholder



Linda Polly, Vice President
Secretary and Shareholder

ATTACHMENT #2

The following changes refer to the Registered Agent and Officers/Directors

The registered Agent has been changed. The new Registered Agent
and address is: Linda Polly
2700 NW 33 Street
Pompano Beach , FL 33069

The changes in Officers/Directors is as listed below.

- A. That Jason Bianchini is resigning as President of the corporation;
- B. That Uhel Polly is appointed Chairman of the Board of Directors to serve at the pleasure of the shareholders;
- C. That Linda Polly is appointed a member of the Board of Directors to serve at the pleasure of the shareholders.
- D. That Uhel Polly is appointed President of the corporation to serve at the pleasure of the Board of Directors;
- E. That Linda Polly is appointed Vice President/Secretary of the corporation to serve at the pleasure of the Board of Directors.


Linda Polly,