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March 24, 1998

FILED
98 MAR 26 AM 8:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P.O.Box 6327
Tallahassee, Florida 32314

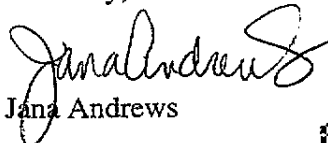
Re: PRO PLASTERING & DRYWALL, INC.

Dear Sir or Madam:

Please find an original and one copy of an Amendment to the Articles of Incorporation of Pro Plastering & Drywall, Inc. ("Amendment") - one for filing with the State, and the other for a date stamp and return to the address contained on this letterhead. Also enclosed is my law firm's check, payable to the Department of State in the amount of \$35.00, in payment of your requisite fee for filing of the Amendment

Thank you for processing the above enclosures. Should you have any questions, please do not hesitate to contact me.

Sincerely,


Jana Andrews

JA/vr
Enclosures
cc: Mrs. Patricia W. McGuirt

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

VS MAR 27 1998
Amend.

**AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
PRO PLASTERING & DRYWALL, INC.**

This Amendment to the Articles of Incorporation of PRO PLASTERING & DRYWALL, INC. ("Articles") is made by the Corporation pursuant to Florida Statute 607.1006.

WHEREAS, Article XI of the Articles provides that the Articles may be amended, in the manner prescribed by Statute; and

WHEREAS, Florida Statutes 607.1002 and 607.1006 set forth the procedure by which Articles can be amended by the Board of Directors; and

WHEREAS, the Board of Directors desire to amend Article VII of the Articles to change the number of directors and to remove the name of an individual whose name was incorrectly included as a director on the Articles of Incorporation, without shareholder approval because shareholder approval is not required pursuant to Florida Statute 607.1002.

NOW, THEREFORE, IT IS RESOLVED that Article VII of the Articles shall be amended as follows to change the number of directors and to remove the name of James W. McGuirt, III as a director of the corporation.

**ARTICLE VII
~~INITIAL~~ BOARD OF DIRECTORS**

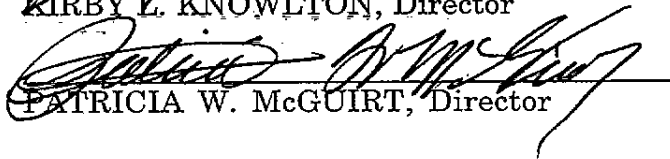
The Corporation shall have two (2) Directors, ~~initially~~. The number of Directors may be either increased or diminished from time to time by the Bylaws. The name and address of the ~~initial~~ Directors of the Corporation are:

Kirby L. Knowlton
3867 Seminole Drive
Orlando, Florida 32812

Patricia W. McGuirt
15440 Pond Woods Drive East
Tampa, Florida 33618

THE BOARD OF DIRECTORS

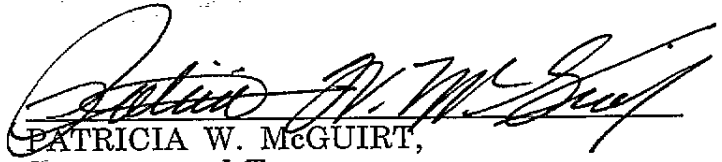

KIRBY L. KNOWLTON, Director


PATRICIA W. MCGUIRT, Director

ATTESTATION

I, PATRICIA W. McGUIRT, Secretary/Treasurer of PRO PLASTERING & DRYWALL, INC., a Florida corporation, do hereby acknowledge that the foregoing Amendment to the Articles of Incorporation was duly adopted at a meeting of the Board of Directors held on the 24th day of March, 1998.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 24th day of March, 1998.


PATRICIA W. McGUIRT,
Secretary and Treasurer