



**THE UNITED STATES
CORPORATION
COMPANY**

P98000027487

ACCOUNT NO. : 072100000032

REFERENCE : 949382 101049A

AUTHORIZATION :

COST LIMIT : *Patricia Pizit*

FILED
98 SEP -4 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : September 2, 1998

ORDER TIME : 10:48 AM

ORDER NO. : 949382-005

Amend

CUSTOMER NO: 101049A

CUSTOMER: Ben I. Farbstein, Esq
Ben I. Farbstein, Esq
Suite 101
3109 Stirling Road
Fort Lauderdale, FL 33312-6558

100002633161--0

DOMESTIC AMENDMENT FILING

NAME: CORNERSTONE FINISHES, INC.

EFFECTIVE DATE: 09/02/98 IF POSSIBLE

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice

EXAMINER'S INITIALS:

RECEIVED
98 SEP -4 PM 3:27
DIVISION OF CORPORATION
Don
9/8/98

FILED
98 SEP -4 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

CORNERSTONE FINISHES, INC.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share. In addition thereto, the maximum number of preferred shares of stock that this corporation is authorized to have outstanding at any one time shall be 200 shares of preferred stock having \$1.00 par value per share which 200 shares shall represent 20% of the issued and outstanding capital stock.

All voting rights relating to capital and preferred stock shall be the same; the preferred stock shall be entitled to a liquidation preference so that all monies due and owing to those individuals holding the preferred stock shall be paid in full prior to any holders of common stock for any liquidation or other ownership interest of the common stock holders.

The preferred stock shall be paid liquidation preference as specifically set forth in the By-Laws or pursuant to agreements entered into by the corporation which sets forth liquidation consideration and payment.

All other paragraphs and articles of these Articles of Incorporation shall remain unchanged.

The foregoing amendment was adopted by the Incorporator without shareholder action because shareholder action was not required.

ARTICLE VI - DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have five (5) Directors, and until such time as all members of the Board of Directors are appointed by the shareholders, the initial Directors shall be those set forth below:

David A. Montgomery
Dir.

17701 Southwest 65th Court
Ft. Lauderdale, Florida 33331

Daniel A. Stirling
Dir.

Same

ARTICLE VIII - PRE-EMPTIVE RIGHTS

The corporation elects to have pre-emptive rights which apply to common stock and preferred stock.

ARTICLE IX - SPECIAL PROVISIONS

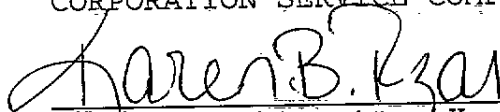
It is the intent of the Incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code; as applicable to all classes of stock; and shall take all actions necessary to obtain and maintain its status as a C Corporation.

All other paragraphs and articles of the Articles of Incorporation shall remain unchanged.

The foregoing amendment was adopted by the Incorporator without shareholder action because shareholder action was not required.

The foregoing amendment was adopted on the 4th day of September, 1998.

CORPORATION SERVICE COMPANY/INCORPORATOR



Its Incorporator, Karen B. Rozar