

P98 000034146

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From: Account Name : EMPIRE CORPORATE KIT COMPANY
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BASIC AMENDMENT

CURLEY'S WELDING & FABRICATION, INC.

Certificate of Status	0
Certified Copy	0
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Amendment
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 2, 2001

CURLEY'S WELDING & FABRICATION, INC.
377 W 11 STREET
RIVIERA BEACH, FL 33404SUBJECT: CURLEY'S WELDING & FABRICATION, INC.
REF: P98000034146

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Corporate SpecialistFAX Aud. #: H01000103718
Letter Number: 501A00055248

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

401000103718

AMENDMENT TO ARTICLES OF INCORPORATION

OF

CURLEY'S WELDING & FABRICATION, INC.

The undersigned incorporator hereby amends its Articles of Incorporation under Chapter 607 of the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is as follows:

- A. One million shares of Class A common voting no par value common shares;
- B. One million shares of Class B no par value common non voting shares.

ARTICLE XIII. PREEMPTIVE RIGHTS

Any shareholder, upon the sale of any new issued stock of this corporation, shall have the right to purchase his pro-rata share (as nearly as may be done within issuance of fractional shares) at the price and terms at which it is being offered to others.

ARTICLE XIV. RESTRICTIONS ON TRANSFER OF STOCK

Shares held by any shareholder may not be resold or otherwise transferred to other persons unless first offered to the corporation and then to the remaining shareholders of this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by a bylaw of the corporation.

Prepared by:
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ARTICLE XV. INDEMNIFICATION

The corporation shall indemnify and save harmless any and all persons who shall serve, or who shall have served at any time as directors, members, or officers, and their respective heirs, administrators, successors, and assigns from and against any and all expenses, claims or losses of any description, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding which may be asserted against them, or any of them, by reasons of their being or having been directors, members, or officers, except in relation to matters as to which any such director, member or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any bylaws, agreements or otherwise.

ARTICLE XVI. LIMITATION OF DIRECTOR'S LIABILITY

A director of this corporation shall not be personally liable to the corporation or its stockholders for money damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the Florida General Corporation law. If the Florida General Corporation Law is amended after approval by the stockholders of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by applicable Florida or General Law, and as amended from time to time without further action by the stockholders.

Any repeal or modification of this Article shall not increase the personal liability of any director of this corporation for any act or occurrence taking place prior to such repeal or modification. The provisions of this Article shall not be deemed to limit or preclude indemnification of a director by the corporation for any liability of a director which has not been eliminated by the provisions of this Article.

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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF CURLEY'S WELDING & FABRICATION, INC.
a Florida Corporation**

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

First: The attached amended articles of incorporation (Exhibit A hereto) are hereby adopted.

Second: The date of this amendment's adoption is:
September 19, 2001.

Third: These amendments were approved by joint unanimous meeting of shareholders and board of directors who cast votes for the amendments sufficient for approval.

Signed this 19th day of September, 2001.

Curley's Welding & Fabrication, Inc.,
a Florida Corporation

(Seal)

By: _____

Mark D. Money

President and Chairman of the Board

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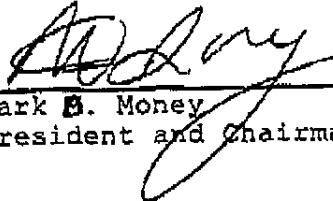
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IN WITNESS WHEREOF, MARK M. MONEY, as President, has hereunto set his hand, and affixed the seal of the corporation, pursuant to due authority, on this 19th day of September, 2001.

(Seal)

CURLEY'S WELDING & FABRICATION, INC.

By:


Mark B. Money
President and Chairman of the Board

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