



P98000034616

ACCOUNT NO. : 072100000032

REFERENCE : 862779 81523A

AUTHORIZATION : Patricia Pizuto

COST LIMIT : \$ 35.00

ORDER DATE : October 13, 2000

ORDER TIME : 10:36 AM

ORDER NO. : 862779-005

CUSTOMER NO: 81523A

CUSTOMER: Ms. Perette... Lawrence
Decubellis & Meeks
837 North Garland Avenue

Orlando, FL 32801

FILED
00 OCT 13 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Name Change Amend

DOMESTIC AMENDMENT FILING

800003424178--8

NAME: CONTRACTOR'S SCAFFOLDING &
SHORING, INC.

FILE FIRST**

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS:

RECEIVED
00 OCT 13 PM 12:28
OFFICE OF THE
CLERK OF THE
COURT
TALLAHASSEE, FLORIDA
DW
10/13/00

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CONTRACTOR'S SCAFFOLDING & SHORING, INC.

FILED
00 OCT 13 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Amendment are filed pursuant to Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation.

The name of the corporation is changed to:

GREEN TOAD, INC.

The amendment was adopted on October 9, 2000.

This amendment was made with shareholder consent.

This amendment was approved by the shareholders and the number of votes cast for the amendment by the shareholders was sufficient for approval. There is not more than one voting group and the amendment was adopted by the shareholders unanimously.

DATED this 9TH day of October, 2000.

Contractor's Scaffolding &
Shoring, Inc.


Robert S. Walsh, President/Director

UNANIMOUS WRITTEN CONSENT OF ALL
THE DIRECTORS AND ALL THE SHAREHOLDERS
OF CONTRACTOR'S SCAFFOLDING & SHORING, INC.

The undersigned, being all the Directors and all the Shareholders of Contractor's Scaffolding & Shoring, Inc., a Florida Corporation, (the "Corporation") do hereby unanimously consent to the following action without a formal meeting:

WHEREAS, the Corporation is the sole general partner of Contractor's Scaffolding & Shoring, Ltd., a Florida limited partnership (the "Partnership"); and

WHEREAS, the Partnership has entered into an Asset Purchase Agreement for the sale of substantially all of the assets, properties and business of the Partnership to Brand Scaffold Builders, Inc., a Delaware corporation ("Buyer") upon the terms and conditions specified therein, (the "Sale");

WHEREAS, the Partnership, General Partner and all the Limited Partners have agreed that the Partnership shall enter into that certain Asset Purchase Agreement dated on or about October 9, 2000 (the "Agreement") with Brand Scaffold Builders, Inc., a Delaware corporation ("Brand"), Contractor's Scaffolding and Shoring, Inc., a Florida corporation ("CSS"), Walsh, individually, Thomas M. Johnson, Sr., individually ("Johnson") and KHS&S whereby Brand shall purchase substantially all of the assets, properties and business of the Partnership in an amount of approximately Five Million Dollars (\$5,000,000.00) (the "Purchase Price") and upon the terms and conditions specified in the Agreement (the "Sale Transaction");

WHEREAS, pursuant to the Agreement, the Corporation is required to change its name.


NOW THEREFORE, it is hereby:

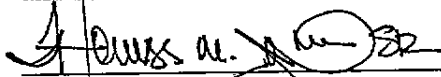
RESOLVED, that the Corporation shall change its name to:

GREEN TOAD, INC.

FURTHER RESOLVED that Robert S. Walsh, as President of the Corporation, is authorized and directed to take any and all other actions and to execute any and all other documents, instruments, certificates, and agreements on behalf of the sole general partner as he may deem advisable to carry out the purpose and intent of the foregoing resolutions. The execution of any such documents, instruments, certificates, and agreements shall be conclusive evidence of their approval by the Corporation.

DATED as of October 9th, 2000.


Robert S. Walsh, one of three shareholders
and sole director


Thomas M. Johnson, Sr.,
one of three shareholders

Keenan, Hopkins, Schmidt & Stowell
Contractors, Inc., one of three shareholders

By: 
Mark Keenan, President