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CUSTOMER NO: 4336650  
CUSTOMER: Mr. Israel L. Alfonso  
Baker & Mckenzie  
1200 Brickwell Avenue  
19th Floor  
Miami, FL 33131

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98 AUG -4 PM 1:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

300002607013-3

DOMESTIC AMENDMENT FILING

NAME: GENERAL ROOFING SERVICES, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

RECEIVED  
98 AUG -4 PM 12:10  
DIVISION OF CORPORATION  
Dee 8/4

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
GENERAL ROOFING SERVICES, INC.

98 AUG -4 PM 1:24  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned Florida profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is General Roofing Services, Inc. (the "Corporation").
2. In order to create three classes of the Corporation's Board of Directors (the "Board"), Article VI of the Articles of Incorporation of the Corporation is hereby amended by adding the following subsection D. to Article VI:

"ARTICLE VI  
DIRECTORS

D. Classification of Directors.

The Board shall be divided into three classes as nearly equal in number as possible, hereby designated as Class I, Class II and Class III. The term of office of the initial Class I directors shall expire at the 1999 annual meeting of the shareholders of the Corporation, the term of office of the initial Class II directors shall expire at the 2000 annual meeting of the shareholders of the Corporation and the term of office of the initial Class III directors shall expire at the 2001 annual meeting of the shareholders of the Corporation. For the purposes hereof, the initial Class I, Class II and Class III directors shall be those directors elected at the 1998 annual meeting of the shareholders of the Corporation and designated as members of such Class. At each annual meeting of the shareholders of the Corporation after the 1998 annual meeting, directors to replace those of a Class whose terms expire at such annual meeting shall be elected to hold office until the third succeeding annual meeting and until their respective successors shall have been duly elected and shall qualify. If the number of directors is hereafter increased, the directors then in office shall select the class or classes to which the newly created directorships shall be assigned so as to make all classes as nearly equal in number as possible."

3. This Amendment to the Articles of Incorporation of the Corporation shall be effective at the time of filing with the Secretary of State of the State of Florida.
4. This Amendment to the Articles of Incorporation of the Corporation was unanimously adopted and approved by the Board of Directors and shareholders of the Corporation on July 30, 1998, and the number of votes cast by the shareholders of the Corporation for the Amendment to the Articles of Incorporation of the Corporation was sufficient for such approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 30th day of July, 1998.

GENERAL ROOFING SERVICES, INC.

By: 

Gregg E. Wallick  
President and Chief Executive Officer