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CORPORATION(S) NAME

General Roofing Services, Inc.

FILED
MAY 18 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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| <input type="checkbox"/> Profit | <input checked="" type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
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W.P. Verifier _____

05/18/99

C. COULLETTE MAY 18 1999

DIVISION OF CORPORATION
99 MAY 18 PM 2:02

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

FILED
99 MAY 18 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned Florida profit corporation (the "Corporation") does hereby certify:

FIRST: Amendments adopted:

That by the Unanimous Written Consent of the Board of Directors of the Corporation (the "Board"), resolutions were adopted setting forth proposed amendments to (i) Article III, Section B of the Amended and Restated Articles of Incorporation, and (ii) Section 11 of Article III, Section B of the Amended and Restated Articles of Incorporation (together the "Articles of Amendment"), declaring said amendments to be advisable and directing said amendments be considered by the holders of the Class A Preferred Stock of the Corporation (the "Class A Preferred Stockholders") and by the holders of the Common Stock of the Corporation (the "Common Stock Stockholders") entitled to vote thereon, each as a separate class. The resolution setting forth the proposed amendment is as follows:

NOW THEREFORE BE IT RESOLVED, that the Board considers it advisable and in the best interests of the Corporation, and hereby proposes and recommends to the holders of the issued and outstanding Class A Preferred Stock and Common Stock of the Corporation, each as a separate class, the following:

A. That the first sentence of the first paragraph of Article III, Section B of the Amended and Restated Articles of Incorporation of the Corporation be deleted and replaced with the following:

"Designation: 2,777,856 shares of the Corporation's Preferred Stock have been designated by the Board of Directors of the Corporation as "Class A Preferred Stock" (the "Class A Preferred Stock")."

B. That the definition of "Purchase Agreement" in Section 11 of Article III, Section B of the Amended and Restated Articles of Incorporation of the Corporation be deleted and replaced with the following:

"Purchase Agreement' means (i) the Purchase Agreement, dated as of January 4, 1999, by and among the Corporation and certain purchasers, as such agreement may from time to time be amended in accordance with its terms, and (ii) the Purchase and Sale Agreement, dated as of May 21, 1999, between the Corporation and

TCW/Crescent Mezzanine Partners II, L.P., TCW/Crescent Mezzanine Trust II, TCW Leveraged Income Trust, L.P. and TCW Leveraged Income Trust II, L.P., as such agreement may from time to time be amended in accordance with its terms."

SECOND: The date of each amendment's adoption: May 18, 1999.

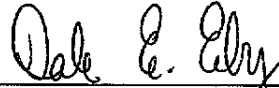
THIRD: Adoption of Amendments:

The amendments were approved by the shareholders through voting groups:

The number of votes cast for the amendments were sufficient for approval by the holders of the Common Stock of General Roofing Services, Inc.

The number of votes cast for the amendments were sufficient for approval by the holders of the Class A Preferred Stock of General Roofing Services, Inc.

Signed this 18th day of May, 1999.



Name: Dale E. Eby
Title: Executive Vice-President

**CERTIFICATE
RE
AMENDMENT TO ARTICLES OF INCORPORATION
OF
GENERAL ROOFING SERVICES, INC.**

General Roofing Services, Inc., a Florida corporation (the "Corporation"), hereby certifies, pursuant to and in accordance with Section 607.1006 of the Florida Business Corporation Act for the purpose of filing its Amended Articles of Incorporation with the Department of State of the State of Florida, that:

1. The name of the Corporation is General Roofing Services, Inc.
2. The Corporation's Articles of Amendment to the Amended and Restated Articles of Incorporation attached hereto (the "Articles of Amendment") contain certain amendments to the Corporation's Amended and Restated Articles of Incorporation.
3. The Articles of Amendment contain certain amendments to the Corporation's Amended and Restated Articles of Incorporation which require shareholder approval, and the Articles of Amendment were adopted and approved on May __, 1999 by the Corporation's Board of Directors, and by the holders of a majority of the Class A Preferred Stock of the Corporation entitled to vote thereon, and the holders of a majority of the Common Stock of the Corporation entitled to vote thereon, each as a separate class, pursuant to a written consent, the number of votes cast being sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of
May 18, 1999.

GENERAL ROOFING SERVICES, INC.

By: Dale E. Eby
Name: Dale E. Eby
Title: Executive Vice-President