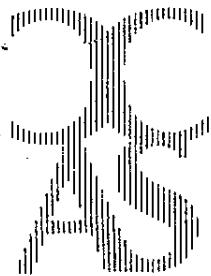


P99000005799

CAPE CORAL ACCOUNTING SERVICE
Established 1961



November 17, 1999

300003051623--8
-11/22/99-01126-017
*****35.00 *****35.00

Florida Division of Corporations
Amendment Section
PO Box 6327
Tallahassee, Florida 32314

Gentlemen:

Enclosed please find Articles of Amendment to the Articles of incorporation of GROUNDS CONTROL OF CAPE CORAL, INC. along with a check in payment of all fees.

Any questions regarding the Articles of Amendment should be directo to:

Mr. Jeffrey Burinskas
3835 SE 2nd Place
Cape Coral, Florida 33904

Thank you for your assistance.

Very truly yours,

MC
1-3-00
DMS

FLORIDA
DIVISION OF
CORPORATIONS
TALLAHASSEE, FLORIDA

99 DEC 29 PM 1:21

FILED



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

0484
FILED
99 DEC 29 PM 1:21
TALLAHASSEE, FLORIDA

December 3, 1999

JEFFREY BURINSKAS
3835 SE 2ND PLACE
CAPE CORAL, FL 33904

SUBJECT: GROUNDS CONTROL OF CAPE CORAL, INC.
Ref. Number: P99000005799

We have received your document for GROUNDS CONTROL OF CAPE CORAL, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 487-6957.

Doug Spitzer
Document Specialist

Letter Number: 799A00057139

99 DEC 29 AM 9:27
DIVISION OF CORPORATIONS

RECEIVED

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED

99 DEC 29 PM 1:21

FLORIDA
TALLAHASSEE, FLORIDA

GROUND CONTROL OF CAPE CORAL, INC.

(present name)

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

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE I. NAME

The name of the corporation shall be:

SANDPILE GROUP, INC.

The address of the principal office of this corporation shall be 3835 SE 2nd Place, Cape Coral, Florida 33904 and the mailing address of the corporation shall be the same.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: December 14, 1999

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 14th day of December, 1999.

Signature X Jeffrey T. Burinskas

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Jeffrey T. Burinskas

Typed or printed name

President and Director

Title