

P99000032726
Pappas & Garcia

*A Partnership of Professional Associations
Counselors at Law*

225 East Robinson Street
Suite 540, Landmark Center II
Post Office Box 2529
Orlando, Florida 32802-2529

Telephone (407) 648-2555

FILED
99 MAY -5 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Facsimile (407) 648-2555

April 30, 1999

Florida Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

400002864084--1
-05/05/99-01089-004
*****35.00 *****35.00

Re: NEWCO CONSTRUCTION WORLDWIDE, INC.

Dear Madam/Sir:

Enclosed are the original and one copy of the Articles of Amendment to Articles of Incorporation of Newco Construction Worldwide, Inc. Please file the original as soon as possible and return a conformed copy to this office in the enclosed, self-addressed envelope.

Also enclosed is a check in the amount of \$35.00 to cover the cost of filing the Articles.

Thank you for your attention to this matter and if you have any questions, please call me.

Sincerely,


Denise J. Bouchard, Paralegal to
PETER C. PAPPAS, ESQ.

djb
Enclosures
cc: Mr. William P. Brown

N/C
JB

MAY 17 1999

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
NEWCO CONSTRUCTION WORLDWIDE, INC.**

The undersigned Secretary of NEWCO CONSTRUCTION WORLDWIDE, INC., hereby certifies that on the 20th day of April, 1999, the sole member of the Board of Directors and the Shareholder of NEWCO CONSTRUCTION WORLDWIDE, INC., by written action in lieu of a joint special meeting in accordance with the provisions of Sections 607.0821 and 607.0704, Florida Statutes, approved a resolution amending the Articles of NEWCO CONSTRUCTION WORLDWIDE, INC., and that the following is a true and correct copy of said resolution:

"RESOLVED, that Article I of the Articles of Incorporation is hereby amended to read as follows:

Article I

Name, Principal Place of Business, and Duration

The name of the Corporation is NEWCO CONSTRUCTION OF CENTRAL FLORIDA, INC. The principal place of business of the Corporation is 17830 Front Street, Mt. Dora, Florida 32757. The duration of the Corporation is perpetual.

FURTHER RESOLVED, that the Officers of the Corporation are hereby authorized and directed to take any and all action necessary to effect such amendment."

Executed this 29 day of April, 1999.

NEWCO CONSTRUCTION WORLDWIDE, INC.

By: _____

William P. Brown
Director and Shareholder

STATE OF FLORIDA
COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 28TH day of APRIL, 1996, by William P. Brown, who is Director and Shareholder for NEWCO CONSTRUCTION COMPANY OF CENTRAL FLORIDA, INC., and who is personally known to me or who produced _____ as Identification.

SEAL:



Charlene Cormier
NOTARY PUBLIC
CHARLENE CORMIER
Printed Name of Notary Public

FILED
99 MAY -5 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

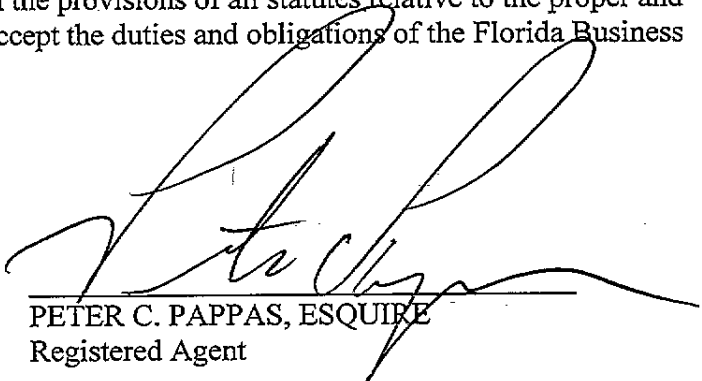
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

In compliance with the Florida Business Corporation Act, the following is submitted:

NEWCO CONSTRUCTION WORLDWIDE, INC., with its place of business at 17830 Front Street, Mt. Dora, Florida 32757., has named PETER C. PAPPAS, located at 225 East Robinson Street, Suite 540, Orlando, Florida 32801, as its agent to accept service of process within Florida.

Having been named to accept service of process for **NEWCO CONSTRUCTION WORLDWIDE, INC.**, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of the Florida Business Corporation Act.

Dated this 20th day of April, 1999.



PETER C. PAPPAS, ESQUIRE
Registered Agent