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DIVISION OF CORPORATION

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CSC.

CORPORATION SERVICE COMPANY

ACCOUNT NO.   :   072100000032

REFERENCE   :   402308   5020727

AUTHORIZATION   :   *Patricia Pyzit*

COST LIMIT   : $ 43.75

ORDER DATE : June 1, 2005

ORDER TIME : 11:21 AM

ORDER NO.   : 402308-005

CUSTOMER NO: 5020727

CUSTOMER: Kurt E. Grosman, Esq
            Kurt E. Grosman, Attorney At
            5043 Winwood Way

            Orlando, FL   32819

DOMESTIC AMENDMENT FILING

NAME: UNITED ENGINEERING CORP.

EFFECTIVE DATE:

XX____   ARTICLES OF AMENDMENT
_____   RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX_____ CERTIFIED COPY
_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 2914

EXAMINER'S INITIALS: _____

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
UNITED ENGINEERING CORP.

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:

ARTICLE I

The name of the corporation is **UNITED ENGINEERING CORP.**

ARTICLE II

Article II of the corporation's Articles of Incorporation is hereby deleted in the its entirety, and the following is substituted therefor:

"**ARTICLE 2: CAPITAL STOCK: The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time shall be 25,000 shares of common stock with a par value of $1.00. The holders of the stock in this corporation shall be entitled to one (1) vote for each share of stock. Fractional shares of stock may be issued and each such fractional shares shall have its pro rata voting right.**"

ARTICLE III

Article IV of the corporation's Articles of Incorporation is hereby deleted in its entirety, and the following is substituted therefor:

"**ARTICLE 4: DIRECTORS: The business of the corporation shall be managed by a board of three (3) directors. The number of directors may be, as provided for by Bylaws adopted by the shareholders, increased or decreased but shall never be less than three (3) directors.**"

ARTICLE IV

These Articles of Amendment have been adopted by the unanimous written action of the Board of Directors of the corporation on May 26, 2005, and by a written action of the shareholders holding a majority of the issued and outstanding shares of the corporation on May 26, 2005 ("Shareholder's Written Action"). The Shareholder's Written Action was adopted by shareholders holding sufficient shares for approval of these Articles of Amendment. These Articles of Amendment were adopted pursuant to the corporation's Bylaws and Section 607.1006 of the Florida Statutes. The effective date of these Articles of Amendment is May 26, 2005.

IN WITNESS WHEREOF, the undersigned officers of the corporation have executed and signed these Articles of Amendment on behalf of the corporation this 26th day of May, 2005.

ATTEST:

_____
Gil J. Nehamkin, Secretary

UNITED ENGINEERING CORP.
a Florida corporation

By: _____
Anthony J. Burke, President

STATE OF FLORIDA
COUNTY OF _____

I HEREBY CERTIFY that on this day, before me, an Officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared **ANTHONY J. BURKE and GIL J. NEHAMK, as President and Secretary, respectively, of United Engineering Corp.** to me known to be the person (s) described in and who executed the foregoing instrument and they acknowledged before me and under oath that they executed such instrument for the purpose stated therein.

WITNESS my hand and official seal this ____ day of May, 2005.

_____
NOTARY PUBLIC, State of Florida

_____
(Name of Notary Public: Print, Stamp
or type as Commissioned)

(✓) Personally known to me, or

(   ) Produced Identification

_____
Type of I.D. Produced

(   ) DID take an oath, or (✓) DID NOT take an oath.