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July 17, 2000

Secretary of State
Division of Corporations
P.O. Box 5588
Tallahassee, FL 32314

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*****43.75 *****43.75

Re: HARBISON-BILT, INC.

Dear Sir or Madame:

In reference to the above, I am enclosing herewith the following:

1. Notice of Special Meeting of Shareholders of HARBISON-BILT, INC.

2. Waiver of Notice of Special Meeting of Shareholders of HARBISON-BILT, Inc.

3. Minutes of the Special Meeting of Shareholders of HARBISON-BILT, Inc.

4. Two signed originals of the Amendment to the Articles of Incorporation of HARBISON-BILT, Inc.

Please send a certified copy of the Amendment to Articles of Incorporation to my office. I am enclosing my check in the sum of $43.75 for the following:

Amendment of Articles of Incorporation	$ 35.00
Certified Copy	8.75
TOTAL	**$ 43.75**

If you have any questions, please give my office a call.

Cordially yours,

John Moxley

John Moxley
JM/llc

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 19 PM 12: 19

amend & Name change
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7-26-2000

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DIVISION OF CORPORATIONS

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AMENDMENT TO

ARTICLES OF INCORPORATION

of

HARBISON-BILT, INC.

The undersigned, all of lawful age, hereby associate ourselves together for the purposes of becoming a corporation under the laws of Florida.

I.

The name of the Corporation is HARBISON-BILT, INC.

II.

At a Special Meeting of the Shareholders of the Corporation of July 13, 2000, the following resolutions were presented to the shareholders of the Corporation on recommendation of the Board of Directors:

A. Resolved that the name of the Corporation be changed from HARBISON-BILT, INC. to HARBISONBILT, INC.; and

B. Resolved that the common shares of Corporation's stock be increased by Four Hundred Ninety Nine Thousand (499,000) shares.

III.

All the shareholders of the Corporation were present at the meeting and the above resolutions were adopted unanimously and in compliance with the Corporation's Articles of Incorporation.

IV.

The officers of the Corporation were further authorized to take such action to file the Amendments with the Secretary of State, Division of Corporations.

A certified copy of the Minutes of the Special Meeting of the Corporation held on July __13__, 2000, is attached hereto along with a copy of the Notice of Special Meeting of Shareholders and a Waiver of the Notice of Special Meeting of Shareholders.

Wherefore, it is requested that the Corporation's name be changed to "HARBISONBILT, INC." and the authorized shares of common stock be increased by Four Hundred Ninety Nine Thousand (499,000) shares.

Dated this __14th__ day of July, 2000.

Attested by:

Noel G. Harbison
NOEL G. HARBISON, President

Velma T. Harbison
VELMA T. HARBISON, Secretary

NOTICE OF SPECIAL MEETING
OF
SHAREHOLDERS OF HARBISON-BILT, INC.

Notice is hereby given that a special meeting of the shareholders of HARBISON-BILT, INC. will be held at five o'clock P.M. (5:00 p.m.) on July 13, 2000 at the office of the Corporation at 4696 E. Hwy 329, Anthony, FL 32617 to consider the following resolutions amending the Articles of Incorporation as proposed by the Board of Directors:

1. Resolved that the name of the Corporation is changed from "HARBISON-BILT, INC." to "HARBISONBILT, INC."

AND

2. Resolved that the common shares of the Corporation's stock be increased by Four Hundred Ninety Nine Thousand (499,000) shares.

Dated this 13th day of July, 2000.

Velma T. Harbison
VELMA T. HARBISON, Secretary

WAIVER OF NOTICE OF SPECIAL MEETING OF SHAREHOLDERS OF HARBISON-BILT, INC.

We, the undersigned, being all the Directors and Shareholders of HARBISON-BILT, INC. acknowledge receipt of the Notice of Special Meeting of Shareholders and waive the ten (10) day advance notice thereof and consents to holding the special meeting immediately.

Dated this 13th day of July, 2000.

Noel G. Harbison
NOEL G. HARBISON
Director and Shareholder

Velma T. Harbison
VELMA T. HARBISON
Director and Shareholder

MINUTES OF THE SPECIAL MEETING
OF SHAREHOLDERS OF HARBISON-BILT, INC.
JULY 13, 2000

The following, being all of the members of the Board of Directors and all of the Shareholders of the Corporation, were present at the meeting:

1. Noel G. Harbison, Director/Shareholder

2. Velma T. Harbison, Director/Shareholder

Noel G. Harbison chaired the meeting and presented the following resolutions recommended by the Board of Directors:

1. Resolved that the name of the Corporation shall be changed from "HARBISON-BILT, INC." to "HARBISONBILT, INC."

AND

2. Resolved that the common shares of the corporation's stock shall be increased by Four Hundred Ninety Nine Thousand (499,000) shares.

It was moved and seconded to adopt the above resolutions amending the Articles of Incorporation of HARBISON-BILT, INC. and further authorizes the officers of the Corporation to file the Amendment with the Secretary of State, Department of Corporations. The Motion was unanimously adopted by all the shareholders as follows:

1. Noel G. Harbison voting Five Hundred (500) shares and Velma T. Harbison voting Five Hundred (500) shares and being all the outstanding and issued shares of the Corporation.

There being no further business to come before the meeting, the same was adjourned.

Dated this 13th day of July, 2000.

Velma T. Harbison
VELMA T. HARBISON, Secretary

I hereby certify that the above and foregoing is a true and correct copy of the Minutes of the Special Meeting of the Shareholders of HARBISON-BILT, INC. held on July 13, 2000.

Noel G. Harbison
NOEL G. HARBISON, President