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O'CONNOR & TAYLOR, INC.

General Contracting • Construction Management

3892 Prospect Avenue, Suite 7, West Palm Beach, FL 33404 • Phone 561/863-7349 • Fax 561/863-3674

March 18, 2002

Florida Department of State
Division of Corporations
Corporate Filings (Amendment Section)
P.O. Box 6327
Tallahassee, FL 32314

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-03/26/02--01022--005
*****35.00 *****35.00

Dear Sir or Madam:


Enclosed are two copies of the Articles of Amendment to Articles of Incorporation for O'Connor and Taylor, Inc. dated January 3, 1994. It has recently come to our attention that we did not previously file this change, relating to the number of authorized shares and par value, with the State when it occurred in 1994. We would like to do so now and have this on record.

We have, however, since filed a change in December 2000 that was properly filed with the State. The number of authorized shares in that Amendment [two million five hundred thousand (2,500,000) shares having a par value of one cent (\$.01)] still stands as stated.


We have enclosed a check for the \$35.00 filing fee. If you have any questions, please do not hesitate to contact our office.

Thank you for your attention to this matter.

Sincerely,


Joseph E. Taylor, III
President

FILED
02 MAR 26 PM 4:16
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA


Amended

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
O'CONNOR AND TAYLOR, INC.**

FILED
02 MAR 26 PM 4: 16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 adopted:

Article four (4) of the Articles of Incorporation of O'Connor and Taylor, Inc. is hereby amended as follows:

"The aggregate number of shares which the Corporation shall have the authority to issue is ten thousand (10,000) having a par value of one dollar (\$1.00) par value each."

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:

Not applicable

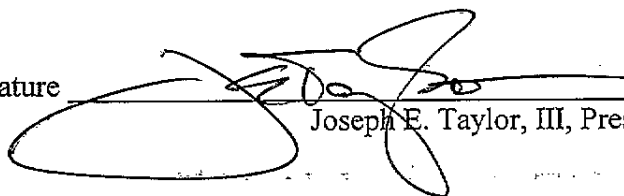
THIRD: The date of the amendment's adoption: January 3, 1994.

FOURTH: Adoption of Amendment:

The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 3rd day of January, 1994.

Signature



Joseph E. Taylor, III, President