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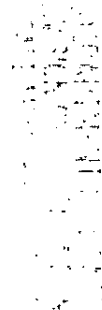
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N.C.
C. Coulliette NOV 26 2002

CORPDIRECT AGENTS, INC. (formerly CCRS)
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

File 319

FILING COVER SHEET
ACCT. #FCA-14

CONTACT:

Pam

DATE:

11-26-02

REF. #:

0687.11011

CORP. NAME:

The Brookfield Company of
Boca Raton

() ARTICLES OF INCORPORATION

(X) ARTICLES OF AMENDMENT

() ARTICLES OF DISSOLUTION

() ANNUAL REPORT

() TRADEMARK/SERVICE MARK

() FICTITIOUS NAME

() FOREIGN QUALIFICATION

() LIMITED PARTNERSHIP

() LIMITED LIABILITY

() REINSTATEMENT

() MERGER

() WITHDRAWAL

() CERTIFICATE OF CANCELLATION

() UCC-1

() UCC-3

() OTHER:

STATE FEES PREPAID WITH CHECK# 503774 FOR \$ 43.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

PLEASE RETURN:

(X) CERTIFIED COPY

() CERTIFICATE OF GOOD STANDING

() PLAIN STAMPED COPY

() CERTIFICATE OF STATUS

Examiner's Initials

RECEIVED
02 NOV 26 PM 12:23
TALLAHASSEE, FL 32301
DIVISION OF CORPORATIONS
STATE OF FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THE BROOKFIELD COMPANY OF BOCA RATON

FILED
2002 NOV 26 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned, Rebecca Linehan, being the President of THE BROOKFIELD COMPANY OF BOCA RATON, a Florida corporation (the "Corporation"), does hereby certify:

1. The name of the Corporation is THE BROOKFIELD COMPANY OF BOCA RATON.
2. The Articles of Incorporation of the Corporation are hereby amended to change the name of the Corporation from THE BROOKFIELD COMPANY OF BOCA RATON to: BROOKFIELD BUILDERS, INC.

To effect such amendment, Article I of the Articles of Incorporation is hereby amended and restated in its entirety to read as follows:

ARTICLE I

NAME

The name of this corporation is: BROOKFIELD BUILDERS, INC.

3. The foregoing amendment of the Articles of Incorporation was authorized by the written consent of the Board of Directors of the Corporation on November 22, 2002, followed by the written consent of the holders of all of the outstanding shares of the Corporation on November 22, 2002 who were entitled to vote thereon. The number of votes cast for the foregoing amendments by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment of Articles of Incorporation this 22nd day of November, 2002.

A handwritten signature in black ink, appearing to read 'Rebecca Linehan', written over a horizontal line.

Rebecca Linehan,
President

**AFFIDAVIT OF BROOKFIELD BUILDERS, INC.
PERMITTING IMMEDIATE ASSUMPTION AND USE OF THE NAME
"BROOKFIELD BUILDERS, INC."
BY
THE BROOKFIELD COMPANY OF BOCA RATON**

STATE OF FLORIDA)
 SS
COUNTY OF PALM BEACH)

Brookfield Builders, Inc., a dissolved Florida corporation, by its duly elected, qualified and acting Vice President, being duly sworn, submits the following affidavit:

1. Brookfield Builders, Inc. is a Florida corporation, which was dissolved November 22, 2002, effective as of October 31, 2002, pursuant to Section 607.1401 et seq. of the Florida Business Corporation Act and Articles of Dissolution of Brookfield Builders, Inc. filed thereunder.

2. Pursuant to Section 607.1405 (4) of the Florida Business Corporation Act, the undersigned corporation hereby permits the immediate assumption and use of the name "Brookfield Builders, Inc." by The Brookfield Company of Boca Raton,

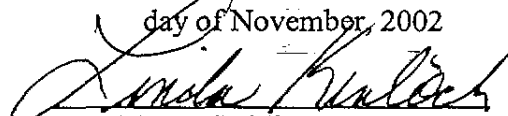
3. The undersigned corporation has no intention of revoking its dissolution.

IN WITNESS WHEREOF, this Affidavit has been duly executed this 22nd day of November 2002.

Brookfield Builders, Inc.,
a dissolved Florida corporation

By _____
Jessica Linehan, Vice President

Sworn to before me this
day of November, 2002


Notary Public

