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BASIC AMENDMENT

ATLANTIC POLYPLANTS, INC.

Certificate of Status	0
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Amend
6/4/04

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
ATLANTIC POLYPLANTS, INC.**

Pursuant to Section 607.1006 of the Business Corporation Act of the State of Florida, the undersigned, being the President of ATLANTIC POLYPLANTS, INC., a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida (the "Corporation"), bearing document number P03000068863, certifies:

FIRST: The Board of Directors and a majority of the holders of the voting capital stock of the Corporation approved the Amendment to the Corporation's Articles of Incorporation as follows:

Article IV of the Corporation's Articles of Incorporation shall be deleted in its entirety and replaced with the following:

**ARTICLE IV
SHARES**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 20,000,000 shares of common stock, par value \$.001 per share.

SECOND: Pursuant to Sections 607.0821 and 607.0704 of the Florida Business Corporation Act, the foregoing amendment was adopted by the Board of Directors and a majority of the holders of the voting capital stock of the Corporation on May 18th 2004. Therefore, the number of votes cast for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, being the Chief Executive Officer of this Corporation, has executed these Articles of Amendment this 28th day of May 2004.

ATLANTIC POLYPLANTS, INC.



Mark Kallan, Chief Executive Officer

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