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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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December 13, 1999

CERTIFIED MAIL #Z 412 990 821
RETURN RECEIPT REQUESTED

Division of Corporations
Florida Secretary of State
P. O. Box 6327
Tallahassee, FL 32314

Re: Ash Engineering, Inc.

Dear Secretary of State:

Enclosed is an **original** as well as a fully executed copy of the Articles of Amendment to Articles of Incorporation of Ash Engineering, Inc. for filing and for a certified copy.

Also enclosed is check number 2285 in the amount of $43.75, representing your filing fee ($35.00) and certified copy fee ($8.75). Please return a certified copy of the Articles of Amendment to the undersigned in the self-addressed, stamped envelope enclosed for your convenience.

If you have any questions, please feel free to call.

Amend
1-4-00
VAS

Very truly yours,

Victoria J. Alvarez

VJA:mb
Enclosures
cc: Janice Sands Ash, P.E., President (w/enc)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ASH ENGINEERING, INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, **ASH ENGINEERING, INC.** (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The Corporation adopts the following amendment:

ARTICLE III, CAPITAL STOCKS, shall be deleted in its entirety and the following shall be inserted in its place:

"ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is Ten Thousand (10,000) shares, all of which shall be voting common stock of the par value of One Cent ($.01). To the extent permitted by law, said stock shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1986, as amended. All of the said stock shall be payable in cash, or in services or other property other than stock or securities in lieu of cash, at a just valuation to be determined by the stockholders of this Corporation at a regular or special meeting."

TWO: The amendment provides for a one hundred-for-one stock split and for the par value of each share to be decreased from One Dollar ($1.00) to One Cent ($.01), requiring that each $1.00 par value share currently issued and outstanding be exchanged for one hundred (100) $.01 par value shares.

THIRD: The date of the amendment's adoption is Dec. 3, 1999, effective Dec. 3, 1999.

FOURTH: The amendment was adopted by the unanimous Written Action of the stockholders and the Board of Directors even though stockholder action was not required.

Signed this 3rd day of December, 1999.

By: [signature]
JANICE SANDS ASH,
President and Secretary