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DIVISION OF CORPORATIONS

BASIC AMENDMENT

ABSOLUTE WASTE SERVICES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ABSOLUTE WASTE SERVICES, INC.

The undersigned, being the Chief Executive Officer of **ABSOLUTE WASTE SERVICES, INC.**, a Florida corporation (the "Corporation"), does hereby certify that the Amendment provided for herein to change the name of the Corporation was adopted by Written Consent of the Sole Member of the Board of Director of the Corporation on June 15, 2005, and Written Consent of Shareholders of the Corporation, owning a majority of the outstanding shares entitled to vote in accordance with the provisions of Chapter 607 of the General Corporation Law of the State of Florida (the "Florida Act"), and the number of votes cast in favor of the Amendment was sufficient to carry the motion.

1. Article I of the Amended and Restated Articles of Incorporation of the Corporation is hereby amended to read as follows:

I. The name of the corporation is Absolute Potential, Inc.

IN WITNESS WHEREOF, the undersigned, being the Chief Executive Officer of the Corporation has executed this Amendment to the Amended and Restated Articles of Incorporation of the Corporation, the 15th day of June, 2005, for the purpose of amending the Amended and Restated Articles of Incorporation under Section 607.1006, Florida Act, and hereby certify that the facts herein stated are true and correct, and were approved by the votes of Shareholders owning a majority of the shares entitled to vote and the vote was sufficient to carry motion.

ABSOLUTE WASTE SERVICES, INC., a Florida corporation

By: Thomas F. Duszynski
Name: Thomas F. Duszynski
Title: Chief Executive Officer

STATE OF ILLINOIS)
COUNTY OF COOK)

The foregoing instrument was acknowledged before me this 15th day of June, 2005 by THOMAS F. DUSZYNSKI as Chief Executive Officer of ABSOLUTE WASTE SERVICES, INC., a Florida corporation, on behalf of said corporation, who is personally known to me.



Brandon L. Rawlance
Notary Public

Brandon L. Rawlance
Print Name

My Commission Expires: 7/15/2006