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February 5, 2002

02 FEB 15 10 38 AM '02
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Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

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Amend

Re: Agronix, Inc. - Amendment to the Articles of Incorporation

Dear Sir/Madam:

Enclosed please find two originals of the Certificate of Amendment to the Articles of Incorporation for Agronix, Inc. I have also enclosed a check in the amount of \$35.00 for the filing fee, and a convenience envelope for return of one of the originals when it has been processed.

Thank you for your assistance.

Sincerely yours,
Frascona, Joiner, Goodman and Greenstein, P.C.

Gloria Constantin

By: Gloria Constantin
Paralegal
gloria@frascona.com

*AOR
2/13/02*

02 FEB -8 AM 10:38
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF AMENDMENT
TO
THE ARTICLES OF INCORPORATION
OF
AGRONIX, INC.**

This Certificate is filed pursuant to the provisions of section 607.10025 of the Florida Business Corporation Act, for purposes of amending the Articles of Incorporation of Agronix, Inc., in conjunction with a division of the Corporation's common stock approved by the Board of Directors:

- FIRST:** The name of the Corporation is Agronix, Inc.
- SECOND:** On January 9, 2002, the Board of Directors adopted a resolution approving a division or forward split of the Corporation's outstanding common stock.
- THIRD:** This amendment to the Articles of Incorporation does not adversely affect the rights or preferences of the holders of outstanding shares of any class or series, and does not result in the percentage of authorized shares that remain unissued after the division exceeding the percentage of authorized shares that were unissued before the division.
- FOURTH:** As of January 9, 2002, the Corporation had more than 35 shareholders of record.
- FIFTH:** The Corporation's outstanding common stock, totalling 9,726,857 shares, is subject to the division. As a result of this division, each of the 9,726,857 outstanding shares of the Corporation's common stock shall be changed into two (2) shares of common stock having the same characteristics. Therefore, the Corporation's outstanding common stock is hereby increased to 19,453,714 shares.
- SIXTH:** The text of the amendment which was adopted solely by action of the Board of Directors, and without shareholder approval (which was not required) is as follows:

Article Four of the Articles of Incorporation shall be amended to read as follows:

The aggregate number of shares which the corporation shall have authority to issue is sixty million (60,000,000) shares of which a portion shall be common stock and a portion shall be preferred stock, all as described below.

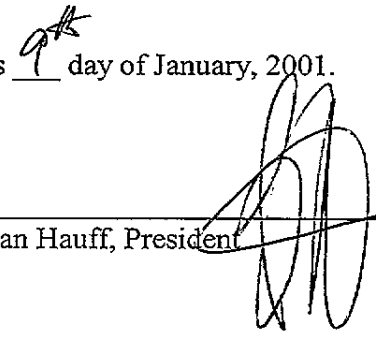
A. Common Stock. The aggregate number of common shares which the corporation shall have the authority to issue is fifty million (50,000,000), which shares shall be designated

"Common Stock" with a par value of \$0.001. Subject to all the rights of the Preferred Stock as expressly provided herein, by law or by the Board of Directors pursuant to this Article, the Common Stock of the corporation shall possess all such rights and privileges as are afforded to capital stock by applicable law in the absence of any express grant of rights or privileges in these Articles of Incorporation.

B. Preferred Stock. The aggregate number of preferred shares which this corporation shall have the authority to issue is ten million (10,000,000) shares, each with \$0.001 par value, which shares shall be designated "Preferred Stock." Shares of Preferred Stock may be issued from time to time in one or more series as determined by the Board of Directors. The Board of Directors is hereby authorized, by resolution or resolutions, to provide from time to time, out of the unissued shares of Preferred Stock not then allocated to any series of Preferred Stock, for a series of the Preferred Stock. Each such series shall have distinctive serial designations. Before any shares of any such series of Preferred Stock are issued, the Board of Directors shall fix and determine, and is hereby expressly empowered to fix and determine, by resolution or resolutions, the voting powers, full or limited, or no voting powers, and the designations, preferences and relative, participating, optional or other special rights, and the qualifications, limitations and restrictions thereof as provided by Florida law. Before issuing any shares of a class or series, the corporation shall deliver to the Department of State for filing articles of amendment to these articles of incorporation that set forth information required by Florida law, including but not limited to, the designations, preferences, limitations, and relative rights of the class or series of shares.

SIXTH: The amendment was effected solely by the action of the Board of Directors, pursuant to, and in compliance with, Section 607.10025 of the Florida Business Corporation Act.

Signed this 9th day of January, 2001.

By: 

Brian Hauff, President