

ANDREW J. YURCHO, ESQ.

P97000004369

June 16, 1998

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

100002568861--4
-06/23/98--01019--001
*****87.50 *****87.50

Re: Articles of Amendment To Articles of Incorporation

We are enclosing Articles of Amendment to Articles of Incorporation for XGA Golf International, Inc. requesting a name change.

We are enclosing our check in the amount \$87.50 which includes:

Filing Fee	\$35.00
Certified Copies	<u>52.50</u>
Total	\$87.50

Please contact us if you have any questions. Thank you very much.

Very truly yours,

Andrew J. Yurcho
Andrew J. Yurcho, Esq.

FILED
98 JUL 31 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NC
* JUL 31 1998

ANDREW J. YURCHO, ESQ.

July 29, 1998

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

ATTENTION: Thelma Lewis, Corporate Specialist Supervisor

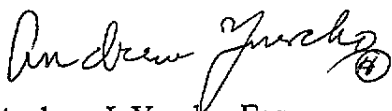
Re: XGA Golf – Amendment to Change Name

In accordance with your request, and as we discussed in our telephone call this morning, we are enclosing a revised Articles of Amendment to the Articles of Incorporation of XGA Golf International, Inc.

We apologize for any inconvenience caused by our sending you incorrect information in our previous correspondence. Please contact us immediately at the telephone numbers provided below if you have any questions regarding this matter.

Thank you very much for your cooperation.

Very truly yours,



Andrew J. Yurcho, Esq.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 6, 1998

ANDREW J. YURCHO, ESQ.
1402 DESCANSO AVENUE
SUITE A
SAN MARCO, CA 92069

SUBJECT: XGA GOLF INTERNATIONAL, INC.
Ref. Number: P97000004369

We have received your document for XGA GOLF INTERNATIONAL, INC. and check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 698A00036040

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

XGA GOLF INTERNATIONAL, INC.

(present name)

98 JUL 31 AM 10:22
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted: *(indicate article number (s) being amended, added or deleted)*

Article Number One shall be amended as follows:

The name of the corporation shall be changed from XGA Golf International, Inc. to AGROSOL, INC.

This amendment was approved by the unanimous Joint Written Consent of the Shareholders of the Company.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: June 16, 1998.

FOURTH: Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were approved by the shareholders.
The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

“The number of votes cast for the amendment(s) was/were sufficient for approval by _____”

(voting group)

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 16th day of June, 1998

Signature

Ronald Williams

Ronald Williams, Secretary

(By the Chairman or Vice-Chairman of the Board of Directors,
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Typed or printed name

Title