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NAME: AQUALAWN, INC.

AUDIT NUMBER...... H98000004078 DOC TYPE..... BASIC AMENDMENT

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FAX AUDIT NO.: H98000004078

ARTICLES OF AMENDMENT TO THE CERTIFICATE OF INCORPORATION OF AQUALAWN, INC.

The undersigned, ALBERTO ARAZOZA, President of AQUALAWN, INC., a Florida corporation (the "Corporation") filed on November 10, 1997, and registered under document number P97000096016, hereby certifies:

- 1. The name of this corporation is AQUALAWN, INC.
- 2. Article VII of the Certificate of Incorporation of the Corporation is hereby deleted in its entirety and the following Article is inserted in its place:

"ARTICLE VII

DIRECTORS/OFFICERS

- "(a) Number. This corporation shall at all times have a minimum of one (1) director. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.
- "(b) <u>Initial Directors and Officers</u>. The names and mailing addresses of the initial directors and officers of the corporation shall be:

"Alberto Arazoza, Director and President - 159

15901 S.W. 242 Street Homestead, Florida 33031

"Eduardo Arazoza, Director and Vice President

15901 S.W. 242 Street Homestead, Florida 33031

"Scott Neitzel, Director and Secretary

15901 S.W. 242 Street Homestead, Florida 33031"

THIS DOCUMENT PREPARED BY:

Santiago D. Echemendía, Esq. Gunster, Yoakley, Valdes-Fauli & Stewart,P.A. 2 South Biscayne Blvd., Suite 3400 Miami, Florida 33131 Tel: (305) 376-6074

Florida Bar No.: 0705098

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- 3. The foregoing amendment was duly approved on March 2, 1998, at a duly held meeting of the Shareholders and of the Board of Directors of the corporation, the members of which are also the shareholders of the Corporation and own 100% of the issued and outstanding shares of common stock of the Corporation, thus making the number of votes cast for the amendment sufficient for the approval of such amendment.
- Except as above amended, the Certificate of Incorporation of the Corporation, as filed with the Florida Department of State, shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned, as President of the Corporation, has executed these Articles of Amendment this 3rd day of March, 1998.

ALBERTO ARAZOZA, Fresident

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