Post Office Box 66 ~ Jacksonville, FL 32220 Phone (904) 571-2177 ~ Fax (904) 783-4482 Post Office Box 66 ~ Jacksonville, FL 32220 Phone (904) 571-2177 ~ Fax (904) 783-4482

May 14, 1999

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

A22 Filterworks, Inc. Document # P98000072564

Enclosed is an original on one copy of the Articles of Amendment to Articles of Incorporation and a check for \$43.75 for filing fee and certificate of status.

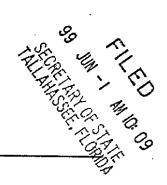
Sincerely,

Nancy R. Leach

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99 JUN -1 AN IO: 09
SECRETARY OF STATE
TALLAHASSEE, FLORIG

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



A22 FILTERWORKS, INC.

(present name)

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

Article 1 is amended to read: The name of the corporation shall be A2Z Industries, Inc.

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: May 14, 1999
FOURTE	I: Adoption of Amendment(s) (CHECK ONE)
Ę	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
Ţ.	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 byv"
_	
Ĺ	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 May of May, 19 99.	
Signature	D0120
Signature	(By the Chairman of 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)	
	Nancy R. Leach Typed or printed name
Types of printed name	
Chairman Title	