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TALLAHASSEE, FLORIDA

BASIC AMENDMENT

HARRISON WESTERN CORPORATION

Certificate of Status	0
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AMEND
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
HARRISON WESTERN CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of this Corporation is Harrison Western Corporation.
2. Article XIII of the Articles of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

ARTICLE XIII

The Corporation shall, to the fullest extent permitted by the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any director, officer, agent or consultant of the Corporation, or any person who is serving at the request of the Corporation as a director or officer of any other corporation, partnership, joint venture, trust, or other enterprise, who is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, for actions taken or behalf of the Corporation or in an official capacity, against, expense (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, including any appeal thereof. The Corporation may purchase and maintain insurance for the benefit of such officers, directors, agents and consultants referred to in this Article against such liabilities and in such amounts as the stockholders may from time to time determine and as may be permitted by the Florida Business Corporation Act (as amended).

3. A new Article XIV of the Articles of Incorporation of the Corporation shall read as follows:

ARTICLE XIV

The Articles of Incorporation may not be amended or modified without the prior written consent of all of the stockholders of the Corporation. Notwithstanding anything to the contrary in the Articles of Incorporation, the Articles of Incorporation are subject to the provisions of the Shareholders' Agreement, dated as of May 10, 2005 (the "Shareholders' Agreement"), by and between the Corporation, Harrison Western Holdings, Inc., John Barkley and Robert I. Williams. In the event of any inconsistency between the Articles of Incorporation and the Shareholders' Agreement, the provisions of the Shareholders' Agreement shall be controlling.

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4. The forgoing amendment was adopted by the Written Consent of the stockholders and directors of the Corporation on May 10, 2005.

IN WITNESS WHEREOF, Harrison Western Corporation has caused these Articles of Amendment to be the Articles of Incorporation to be executed in its name by its President and attested by the Secretary as of the 10 day of May, 2005.

HARRISON WESTERN CORPORATION

By 
Robert L. Williams
President

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