

PROGRESSIVE POWER, INC.

PO BOX 326, INGLIS, FL. 34449
(352) 447-3019

Subject: Amendment of Articles of Incorporation
Progressive Power, Inc.
Florida Charter F68006

July 24, 2000
Date of Adoption

In a meeting of the Board of Directors and all share holders an oral vote was unanimous in favor to amend the Articles of Incorporation effective August 1, 2000 as follows:

EFFECTIVE DATE
8/1/00

CHANGE FROM
ARTICLE XII - AUTHORIZED CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding shall be 750 shares of \$10.00 per share common voting stock.

CHANGE TO
ARTICLE XII - AUTHORIZED CAPITAL STOCK

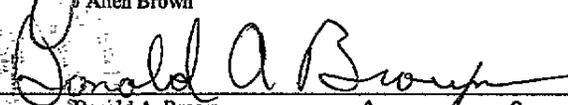
The maximum number of shares of stock that this corporation is authorized to have outstanding shall be 22,500 shares of \$50.00 per share common voting stock.

The above change is accomplished by splitting all of the original 750 authorized shares (ratio 30/1)

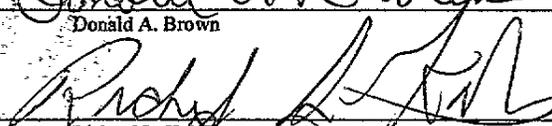
This action is being taken to facilitate FUEL CELL Electro-Chemical Engines development and subsequent marketing.



J. Allen Brown President



Donald A. Brown Vice President



Richard L. Kahn Secretary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA