

F97000000894

WILLIAMS, PARKER, HARRISON, DIETZ & GETZEN

ATTORNEYS AT LAW

" Founded 1925 "

WILLIAM T. HARRISON, JR.
GEORGE A. DIETZ
WILLIAM E. GETZEN
MONTE K. MARSHALL
JAMES L. RITCHIEY
HUGH MCPHEETERS, JR.
WILLIAM G. LAMBRECHT
JOHN T. BERTEAU
JOHN V. CANNON, III
CHARLES D. BAILEY, JR.
J. MICHAEL HARTENSTINE
MICHELE B. GRIMES
JAMES L. TURNER
WILLIAM M. SEIDER
ELIZABETH C. MARSHALL

ROBERT W. BENJAMIN
FRANK STRELEC
TERRI SALT COSTA
DAVID A. WALLACE
MARK A. SCHWARTZ
RIC GREGORIA
M. LEWIS HALL, III
JEFFREY A. GREBE
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ELVIN W. PHILLIPS
FRAZER F. HILDER
R. DAVID BUSTARD
JOAN BRADBURY KAYSER

MITCHELL O. PALMER
SUSAN BARRETT HECKER
CAROL ANN KALISH
KIMBERLY PAGE WALKER
J. HUGH MIDDLEBROOKS
R. SCOTT COLLINS
PATRICK W. RYSKAMP
PETER T. CURRIN
E. JOHN WAGNER, II
WILLIAM G. SCHLOTTHAUER

J.J. WILLIAMS, JR. (1886-1968)
W. DAVIS PARKER (1920-1982)

200 South Orange Avenue, Sarasota, Florida 34236
Post Office Box 3258, Sarasota, Florida 34230-3258

Telephone (941) 366-4800
www.williamsparker.com

Writer's Facsimile (941) 366-5109

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 19 AM 11:43

May 30, 2000

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

Re: CLEAN ENERGY TECHNOLOGIES, INC.

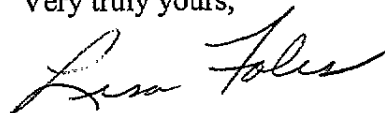
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Dear Sir/Madam:

We enclose on behalf of our client, Clean Energy Technologies, Inc., duplicate originals of the Articles of Amendment. Please file these articles as quickly as possible. Then, using our original, please provide a certified copy and return it to our office via regular U.S. mail. Also enclosed is our check made payable to "Secretary of State" in the amount of \$43.75 to cover the filing fees for this transaction.

Thank you, and please contact the undersigned should any problems arise in connection with this filing.

Very truly yours,



Lisa Folis
Corporate Paralegal

LAF/encl.-396979

~~147974~~
N/C
US / SF
6/20/00



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 12, 2000

LISA FOLIS
WILLIAMS, PARKER, HARRISON, ET AL
POST OFFICE BOX 3258
SARASOTA, FL 34230-3258

SUBJECT: CLEAN ENERGY TECHNOLOGIES, INC.
Ref. Number: F97000000894

We have received your document for CLEAN ENERGY TECHNOLOGIES, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 900A00033393

Rec'd 6/19

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June 15, 2000

Ms. Velma Shepard
Corporate Specialist
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: **CLEAN ENERGY TECHNOLOGIES, INC.**

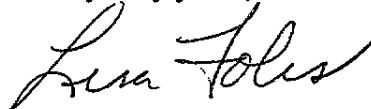
Dear Ms. Shepard:

Thank you for your letter dated June 12, 2000 in connection with the name change amendment for Clean Energy Technologies, Inc. in Florida. Pursuant to the instructions of your letter, enclosed herewith are duplicate originals of the Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida, a copy of the aforementioned letter, and a duly authenticated certificate from the State of Texas evidencing the amendment to the Articles of Incorporation of Clean Energy Technologies, Inc. in Texas.

Please file this amendment to the certificate of authority as quickly as possible. Then, using our original, please provide a certified copy and return it to our office via regular U.S. mail.

Thank you, and please contact the undersigned immediately should any problems arise in connection with this matter.

Very truly yours,



Lisa Folis
Corporate Paralegal

LAF/encl.-399065

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. CLEAN ENERGY TECHNOLOGIES, INC.
Name of corporation as it appears on the records of the Department of State.
2. TEXAS 3. FEBRUARY 19, 1997
Incorporated under laws of Date authorized to do business in Florida

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
00 JUN 19 AM 11:43

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGE)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? MAY 3, 2000

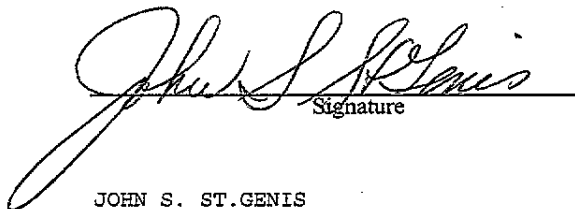
5. MSI VENTURES, INC.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction



Signature

JOHN S. ST.GENIS

Typed or printed name

05/25/00

Date

DIRECTOR AND PRESIDENT

Title



The State of Texas

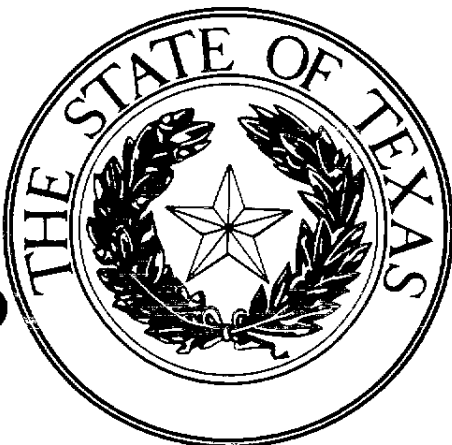
SECRETARY OF STATE

IT IS HEREBY CERTIFIED that the attached is a true and correct copy of the following described document on file in this office:

MSI VENTURES, INC.
FORMERLY: CLEAN ENERGY TECHNOLOGIES, INC.
CHARTER #1346182-00

ARTICLES OF AMENDMENT

MAY 3, 2000



IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on May 3, 2000.



Elton Bomer
Secretary of State

PH

FILED
In the Office of the
Secretary of State of Texas

**AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
CLEAN ENERGY TECHNOLOGIES, INC.**

MAY 03 2000

Corporations Section

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE ONE

The name of the corporation is Clean Energy Technologies, Inc. (the "Corporation").

ARTICLE TWO

The following amendments to the Articles of Incorporation were adopted by shareholders of the Corporation as of March 3, 2000.

ARTICLE THREE

Article One of the Articles of Incorporation of the Corporation is hereby stricken in its entirety and replaced with the following:

The name of the Corporation is MSI Ventures, Inc.

ARTICLE FOUR

Article 3 shall be stricken in its entirety and shall be replaced with the following:

The purpose for which the Corporation is organized is to own the stock of Molecular Separations, Inc., a Florida corporation; to distribute revenues derived therefrom to its shareholders; to collect certain revenues from CETI LLC or its successors and to distribute said revenues to its Class A shareholders; and to take such actions consistent with the Act in furtherance of the foregoing.

ARTICLE FIVE

Article 4 shall be stricken in its entity and shall be replaced with the following:

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is Seventy Million (70,000,000) shares of common stock, no par value per share (the "Common Stock") which shares shall be classified as follows:

- (i) 60,000,000 shares of Class A Common Stock, no par value per share ("Class A Common Stock"); and
- (ii) 10,000,000 shares of Class B Common Stock, no par value per share ("Class B Common Stock").

The rights, preferences, restrictions, and other matters relating to the Common Stock are hereby fixed as follows:

(a) Voting.

(1) Except as specifically set forth herein, each issued and outstanding share of the Class A Common Stock and the Class B Common Stock shall be entitled to one vote, in person or by proxy, on all matters properly brought before the shareholders. With respect to all matters upon which the shareholders shall be entitled to vote, including any matter for which the affirmative vote of a specified portion of the shares entitled to vote is required by the Act (or any successor statute), the act of the shareholders on that matter shall be the affirmative vote of a majority of shares entitled to vote on the matter. Cumulative voting for the election of directors is denied to the holders of the Common Stock.

(2) Any action required by the Act to be taken at any annual or special meeting of shareholders, or any action which may be taken at any annual or special meeting of shareholders, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted.

(3) Until the occurrence of a Restructuring Event as hereinafter defined, the holders of Class A Common Stock and the holders of Class B Common Stock shall vote as separate classes in the election of directors of the Corporation with each such class having the right to elect an equal number of the directors of the Corporation. Following a Restructuring Event, this provision shall be automatically deemed null and void, and the holders of the Class A and Class B Common Stock shall thereafter be entitled to vote for directors as if a single class. As used herein a Restructuring Event shall mean the change of control of the Company (the term "change of control" meaning that the voting power represented by the outstanding Class A Voting Common Stock of the Company becomes vested in persons and entities other than those persons and

entities of record immediately upon the filing and the effectiveness of the Amendment to the Articles of Incorporation of the Company as earlier described herein); (b) the conduct and successful conclusion of a public offering of the Class A Voting Common Stock of the Company; and/or (c) the sale of all of the Class B Voting Common stock received by the Sellers under the auspices of this Agreement to persons and/or entities who are not affiliates of any Seller (the term "affiliate" having the meaning attributed thereto under the Securities Act of 1933, as amended).

(b) Denial of Preemptive Rights.

No holder of stock of any class of the Corporation shall be entitled to any preemptive right to subscribe for or purchase any shares of stock of any class, whether now or hereafter authorized, or any bonds, debentures, or other evidences of indebtedness, whether or not convertible into or exchangeable for stock.

(c) Dividends.

The Board of Directors, in its sole discretion, may declare, and the Corporation shall pay, dividends on its capital stock for any periods from assets legally available. The dividend rights of the holders of Class A and Class B Common Stock shall be equal except that under no circumstances shall the holders of the Class B Common Stock be entitled to share in any profit distributions made to the Corporation by CETI LLC or any successor thereto.

ARTICLE SIX

Article 6 shall be stricken in its entirety and shall be replaced with the following:

The mailing address of the registered office of the Corporation is 800 Brazos, Austin, Texas 78701. The name of the registered agent at such address is Corporation Service Company d/b/a Lawyers Incorporating Service Company.

ARTICLE SEVEN

Article 10 shall be stricken in its entirety and shall be replaced with the following:

The number of directors of the Corporation shall be not less than one (1) and not more than the number fixed and established by the bylaws of the Corporation as from time to time amended. The number of directors constituting the present Board of Directors is four (4), and the names and addresses of the persons who are to serve as directors until the next annual meeting of shareholders or until their successors are elected and qualified are:

Director

Address

William K. Flynn
John S. St. Genis
Vacant
Vacant

New York, New York
Sarasota, Florida

ARTICLE EIGHT

The number of shares of the Corporation's stock outstanding and entitled to vote at the time of such adoption was 13,338,775 shares of Common Stock.

ARTICLE NINE

The holders of all the Common Stock outstanding and entitled to vote on such amendments have signed a consent in writing adopting said amendments and any written notice required has been given.

ARTICLE TEN

The manner in which any exchange, reclassification or cancellation of issued shares provided for in this amendment shall be effected as follows:

Until the occurrence of a Restructuring Event as hereinafter defined, the holders of Class A Common Stock and the holders of Class B Common Stock shall vote as separate classes in the election of directors of the Corporation with each such class having the right to elect an equal number of the directors of the Corporation. Following a Restructuring Event, this provision shall be automatically deemed null and void, and the holders of the Class A and Class B Common Stock shall thereafter be entitled to vote for directors as if a single class. As used herein a Restructuring Event shall mean the change of control of the Company (the term "change of control" meaning that the voting power represented by the outstanding Class A Voting Common Stock of the Company becomes vested in persons and entities other than those persons and entities of record immediately upon the filing and the effectiveness of the Amendment to the Articles of Incorporation of the Company as earlier described herein); (b) the conduct and successful conclusion of a public offering of the Class A Voting Common Stock of the Company; and/or (c) the sale of all of the Class B Voting Common stock received by the Sellers under the auspices of this Agreement to persons and/or entities who are not affiliates of any Seller (the term "affiliate" having the meaning attributed thereto under the Securities Act of 1933, as amended).