

CRARY, BUCHANAN, BOWDISH, BOVIE, LORD & ROBY

CHARTERED

ATTORNEYS AT LAW

EVANS CRARY (1905-1968)
EVANS CRARY, JR.
WILLIAM F. CRARY
LARRY E. BUCHANAN
JAMES L. S. BOWDISH †
GEORGE F. BOVIE, III
LAWRENCE EVANS CRARY III
WILLIAM F. CRARY II
ROBERT L. LORD, JR.
WILLIAM L. ROBY †
R. MICHAEL CRARY
LEIGH A. WILLIAMS
STEVEN D. BERES *

REPLY TO:

STUART

JOSEPH NEGRON, JR.
JEFFREY F. THOMAS
ELYSE A. ELDER

* BOARD CERTIFIED IN WALLS,
TRUSTS & ESTATES LAW
∞ BOARD CERTIFIED IN
FAMILY & MARITAL LAW
† BOARD CERTIFIED
CIVIL TRIAL LAWYER
§ BOARD CERTIFIED IN
HEALTH LAW
◇ BOARD CERTIFIED IN
BUSINESS LITIGATION

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

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-10/23/97--01049--002
*****35.00 *****35.00

RE: Earthline, Inc.; Articles of Amendment

Greetings:

Enclosed please find an original and one copy of the Articles of Amendment of Earthline, Inc. and our check in the sum of \$35.00 representing payment of the filing fee.

Once these Articles of Amendment have been approved and filed by your office, we would appreciate confirmation that the Amendment has been filed.

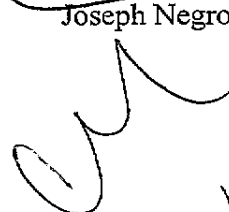
Sincerely yours,


Joseph Negron, Jr.

JNJ/dh

Enclosure

APPROVED
AND
FILED
57 NOV 2 11 16:45
TALLAHASSEE, FLORIDA
SECRETARY OF STATE


H23506
H23506
11-12-97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 27, 1997

CRARY, BUCHANAN, BOWDISH, ET.AL.
% JOSEPH NEGRON, JR.
P.O. DRAWER 24
STUART, FL 34995

SUBJECT: EARTHLINE, INC.
Ref. Number: H23506

We have received your document for EARTHLINE, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

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) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 897A00052058

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BUSINESS LITIGATION

November 5, 1997

Carol Mustain, Corporate Specialist
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Earthline, Inc.; Ref. Number H23506

Dear Ms. Mustain:

Enclosed is a revised Amendment to Articles of Incorporation indicating that all shareholders were present and unanimously approved the amendment.

Thank you for your effort in filing this document.

Sincerely yours,



Joseph Negron, Jr.

JNJ/dh

Enclosures

**AMENDMENT TO
ARTICLES OF INCORPORATION
OF
EARTHLINE, INC.**

The undersigned, being the President and Secretary of EARTHLINE, INC., a Florida corporation, do hereby certify that pursuant to provisions of Chapter 607 of the Florida Statutes, the Board of Directors of EARTHLINE, INC. have resolved to amend the Articles of Incorporation of EARTHLINE, INC. at a special meeting of the said Board of Directors of said corporation, held on the 14 day of OCT, 1997, with a quorum being present at which time the following amendment to the Articles of Incorporation was unanimously approved by the Board of Directors, viz. All shareholders were present and unanimously approved the Amendment.

RESOLVED: That Article Three of the Articles of Incorporation is hereby replaced as follows:

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue 1,000,000 shares of One Dollar (\$1.00) par value common stock.

IN WITNESS WHEREOF, the undersigned President and Secretary of the Corporation have set their hands and seal of the corporation this 14 day of October, 1997.

Joseph L. Horton
Joseph L. Horton, President

Sandra J. Horton
Sandra J. Horton, Secretary

STATE OF FLORIDA
COUNTY OF MARTIN

I HEREBY CERTIFY, that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Joseph L. Horton and Sandra J. Horton, to me known to be the individuals described in and who executed the foregoing amendment to the Articles of Incorporation, and they acknowledged before me that they executed the same as the duly authorized President and Secretary, respectively, of EARTHLINE, INC., a Florida Corporation.

WITNESS my hand and official seal in the County and State last aforesaid this 14th day of October, 1997.

