

# H71402

## Document Number Only

Corporation System  
660 East Jefferson Street  
Tallahassee, FL 32301  
850-222-1092

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### Corporation(s) Name

ECOSYSTEMATICS, INC

CAN PD: Synagro Florida - ECOSYSTEMS, INC

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<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Reservation	<input checked="" type="checkbox"/> Ch. RA
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Jeffrey Butterfield

Thank You!

NIC Amend

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**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
ECOSYSTEMATICS, INC.**

**FILED**

**00 MAR -3 PM 3: 36**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

Pursuant to the provisions of section 607.1006 of the Florida Business Corporation Act, Ecosystematics, Inc., a Florida corporation (the "Corporation"), hereby adopts the following articles of amendment to its articles of incorporation:

**FIRST:** The articles of incorporation of the Corporation are amended and adopted as follows:

Article I of the Articles of Incorporation is hereby amended in its entirety to read as follows:

"ARTICLE I – NAME. The name of the Corporation is  
Synagro of Florida – Ecosystems, Inc."

Article III of the Articles of Incorporation is hereby amended in its entirety to read as follows:

"ARTICLE III – NATURE OF BUSINESS. The purpose  
for which the corporation is formed is to engage in any activity  
within the purposes for which corporations may be formed under  
the Florida Business Corporation Act."

Article IV of the Articles of Incorporation is hereby amended in its entirety to read as follows:

ARTICLE IV – CAPITAL STOCK. The aggregate  
number of shares which the Corporation shall have authority to  
issue is 1000 shares of common stock, \$1.00 par value per share.  
Cumulative voting of the shares is expressly prohibited. No  
shareholder or other person shall have any preemptive right  
whatsoever."

The Articles of Incorporation is hereby amended to add an Article VIII, which shall read in its entirety as follows:

"ARTICLE VIII – DIRECTOR LIABILITY. No director  
of the corporation shall be liable to the corporation or any other  
person for any statement, vote, decision, or failure to act, regarding  
corporation management or policy, by a director, unless: (a) the  
director breached or failed to perform his or her duties as a  
director; and (b) the director's breach of, or failure to perform,

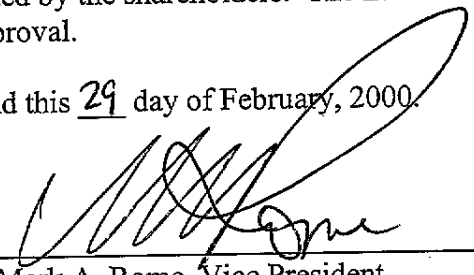
those duties constitutes: (i) a violation of the criminal law, unless the director had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful; (ii) a transaction from which the director received an improper personal benefit, either directly or indirectly; (iii) a circumstance under which the liability provisions of Section 607.0834 are applicable; (iv) in a proceeding by or in the right of the corporation to procure a judgment in its favor or by or in the right of a shareholder, conscious disregard for the best interest of the corporation, or willful misconduct; or (v) in a proceeding by or in the right of someone other than the corporation or a shareholder, recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property. If the Florida Business Corporation Act or other applicable law is amended to authorize corporate action further eliminating or limiting the liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act or other applicable law, as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders shall not adversely affect any right or protection of a director existing at the time of such repeal or modification."

**SECOND:** The date of each amendment's adoption is February 29, 2000.

**THIRD:** The amendments were approved and adopted by the shareholders. The number of votes cast for the amendments were sufficient for approval.

IN WITNESS WHEREOF, I have set my hand this 29 day of February, 2000.

  
\_\_\_\_\_  
Mark A. Rome, Vice President