

H84315

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EARTHBALANCE CORPORATION

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December 18, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

EARTHBALANCE CORPORATION
99 NESBIT ST
PUNTA GORDA, FL 33950US

SUBJECT: EARTHBALANCE CORPORATION
REF: H84315

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Amendments are filed in compliance with section 607.1006, Florida Statutes.

Please correct your document to reflect that it is filed pursuant to the correct statute number.

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
EARTHBALANCE CORPORATION

Article IV of the articles of incorporation of EARTHBALANCE CORPORATION was amended by the corporation's shareholders on February 28, 2006. The corporation is filing these articles of amendment to articles of incorporation pursuant to Florida Statutes section 607.1006.

1. The name of the corporation is EARTHBALANCE CORPORATION, f/k/a FLORIDA ENVIRONMENTAL, INC. (the "Corporation"). The Corporation was organized on November 4, 1985, and assigned Document No. H84315.

2. Article IV of the Articles of Incorporation of the Corporation is amended to read as follows:

"ARTICLE IV
CORPORATE STOCK

The Corporation is authorized to issue one million nine hundred thousand (1,900,000) shares of common stock with a par value of one cent (\$0.01) each. Of that number, no more than one million (1,000,000) shares shall be Class A common stock containing unlimited voting rights and no more than nine hundred thousand (900,000) shares shall be Class B common stock containing no voting rights. Both Class A shares and Class B shares shall be entitled to receive the net assets of the Corporation upon dissolution. Other than voting rights, Class A shares and Class B shares shall have the same rights. Shareholders of neither class of stock shall have a preemptive right to acquire the Corporation's unissued shares."

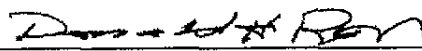
3. This Amendment was recommended by the board of directors to the Corporation's shareholders on February 28, 2006.

4. Pursuant to Florida Statutes Section 607.1003, and pursuant to Article XI of the Bylaws of the Corporation, this Amendment was unanimously approved by the Corporation's Class A stock, which is the only group of the Corporation's shareholders entitled to vote on the Amendment, and the number of votes in favor of the Amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned president of the Corporation has caused these Articles of Amendment to be executed on this 21st day of December, 2006.

EARTHBALANCE CORPORATION

By:


Donald H. Ross, President