

Division of Corporations

Page 1 of 2

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SECRETARY OF STATE
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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 December 19, 2013. 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 (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 in its entirety 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 Voting" common stock containing unlimited voting rights, and no more than nine hundred thousand (900,000) shares shall be "Class A Non-Voting" common stock containing no voting rights. Both Class A Voting shares and Class A Non-Voting shares shall confer identical rights to distribution and liquidation proceeds. Other than voting rights, Class A Voting shares and Class A Non-Voting shares shall have identical rights. No shareholders 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 December 20, 2013.

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 holders of all authorized, issued and outstanding stock, and the number of votes in favor of the Amendment was sufficient for approval.

5. This Amendment shall be effective immediately upon the filing of these Articles of Amendment with the Florida Secretary of State.

IN WITNESS WHEREOF, the undersigned president of the Corporation has caused these Articles of Amendment to be executed on this 20 day of December, 2013.

EARTHBALANCE CORPORATION

By:

Wade R. Waltmyer
Wade R. Waltmyer, President

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