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BASIC AMENDMENT
GROUNDWATER PROTECTION, INC.

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**THIRD ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
GROUNDWATER PROTECTION, INC.
(J26576)**

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida Profit Corporation adopts the following amendments to its Articles of Incorporation:

AMENDMENTS ADOPTED

NEW CORPORATE NAME

GPI PROPERTIES, INC.

This amendment was adopted on October 31, 2005.

The amendment was adopted by the board of directors without shareholder action and shareholder action was not required.

The undersigned President of the Corporation has hereunto set his hand and seal this 1 day of November 2005.

Signature: Brian Lee Shutts, President
Brian Lee Shutts, President