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August 6, 2002

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-08/19/02--01004--001
*****43.75 *****43.75

Re: First Amendment to Articles of Incorporation of UHEL POLLY HAULING, INC. a Florida Corporation

Dear Madam/Sir:

Enclosed herein please find the following:

1. An original and one copy of the First Amendment to Articles of Incorporation of Uhel Polly Hauling, Inc. a Florida Corporation;
2. Check in the amount of $43.75 representing the filing fee for an Amendment and a certified copy of the First Amendment to the Articles of Incorporation; and
3. Pre-addressed, stamped return envelope.

Please return the certified copy of the First Amendment to the Articles of Incorporation in the envelope enclosed. Should you have any questions, please do not hesitate to contact me.

Very truly yours,

SACHS, SAX & KLEIN, P.A.

Linda L. Snelling

Linda L. Snelling

FILED
02 AUG 19 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LLS/kla
Enclosures
cc: Uhel and Linda Polly

Amend
T. Lewis 8/22/02

FIRST AMENDMENT TO

CERTIFICATE OF INCORPORATION
a/k/a ARTICLES OF INCORPORATION
OF
UHEL POLLY HAULING, INC.,
a Florida Corporation

FILED
02 AUG 19 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes, the Certificate of Incorporation a/k/a Articles of Incorporation of **UHEL POLLY HAULING, INC.**, a Florida Corporation, hereafter referred to as the "Corporation" is amended to read as follows:

Article III of the Certificate of Incorporation a/k/a Articles of Incorporation of the Corporation is hereby deleted in its entirety, and the following text is inserted in lieu thereof:

> "The aggregate number of shares, classes of shares and par value of shares which the Corporation shall have authority to issue is: 100 shares of Class A (Voting) Common Stock having par value of $1.00 per share, and 900 shares of Class A (Non-Voting) Common Stock having par value of $1.00 per share. Each share of Class A (Non-Voting) Common Stock shall be in all respects equal to each share of Class A (Voting) Common Stock except that, unless otherwise provided by law, the holders of Class A (Non-Voting) Common Stock shall not be entitled to vote."

Except as provided for above, the Certificate of Incorporation a/k/a Articles of Incorporation of the Corporation shall remain unchanged.

The foregoing amendment to the Certificate of Incorporation a/k/a Articles of Incorporation of the Corporation was duly adopted and approved by written consent of the Shareholders and Directors of the Corporation on June 21, 2002, pursuant to Florida Statute. The number of votes cast in favor of the foregoing amendment by the Shareholders was sufficient for the approval of the amendment.

This amendment shall be effective as of the date of filing of this First Amendment.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed this First Amendment effective June 21, 2002.

UHEL POLLY HAULING, INC.

By: Linda Polly

Linda Polly, President

UNANIMOUS WRITTEN CONSENT
OF THE
BOARD OF DIRECTORS AND SHAREHOLDERS

The undersigned, constituting the Shareholders and Directors of **UHEL POLLY HAULING, INC.**, a corporation organized under the laws of the State of Florida (the "Corporation"), by consent in writing pursuant to the authority contained in Section 607.0704 of the Florida Statutes, without the formality of convening a meeting, hereby consent to the following action of the Corporation:

RESOLVED THAT:

1. The Shareholders and Directors deem it advisable that the Corporation adopt, approve and implement the following Plan of Recapitalization, and such Plan of Recapitalization is hereby adopted, approved and ratified.

PLAN OF RECAPITALIZATION

A. The Certificate of Incorporation a/k/a Articles of Incorporation of the Corporation shall be amended to provide that the aggregate number of shares which the Corporation shall have authority to issue is 100 shares of Class A (Voting) Common Stock with par value of $1.00 per share, and 900 shares of Class A (Non-Voting) Common Stock with par value of $1.00 per share, such Class A (Voting) Common Stock to have exclusive voting rights, except as may otherwise be provided by law.

B. Immediately upon such Amendment becoming effective:

1. All of then existing shares of the presently authorized Common Stock of the Corporation (the "Old Common Stock") shall automatically be canceled; and

2. Each holder of the Old Common Stock shall automatically become the holder of Fifty (50) shares of new Class A (Voting) Common Stock and of Four Hundred fifty (450) shares of new Class A (Non-Voting) Common Stock, with the result that the ownership of the stock will be as follows:

Shareholder	Number of Shares of Class A (Voting) Common Stock	Number of Shares of Class B (Non-voting) Common Stock	Total
Uhel Polly, II	50	450	500
Linda DiMarco Bianchini	50	450	500
Total:	100	900	1,000

C. As soon as practical after the Amendment becomes effective, the Shareholders of the Corporation shall surrender to the Corporation all Certificates representing the then outstanding shares of the Old Common Stock of the Corporation.

D. The appropriate officers of the Corporation shall be authorized and empowered to take such action and to execute such documents on behalf of and in the name of the Corporation as may be reasonably necessary to implement and carry out the terms of this Plan of Recapitalization.

2. Article III of the Certificate of Incorporation a/k/a Articles of Incorporation of the Corporation shall be amended to read as follows:

> "The aggregate number of shares, classes of shares and par value of shares which the Corporation shall have authority to issue is: 100 shares of Class A (Voting) Common Stock having par value of $1.00 per share, and 900 shares of Class A (Non-Voting) Common Stock having par value of $1.00 per share. Each share of Class A (Non-Voting) Common Stock shall be in all respects equal to each share of Class A (Voting) Common Stock except that, unless otherwise provided by law, the holders of Class A (Non-Voting) Common Stock shall not be entitled to vote."

3. The President of the Corporation is authorized and directed to execute, under corporate seal of the Corporation, an Amendment to the Certificate of Incorporation a/k/a Articles of Incorporation and to file such Amendment with the Secretary of State of the State of Florida.

DATED: JUNE ________, 2002.

Shareholders and Directors:

Linda Polly

Linda Polly, President,
Secretary and Shareholder

Uhel Polly II

Uhel Polly, II, Vice President
Treasurer and Shareholder