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GLOBAL ECOLOGICAL ENGINEERING
PARTNERSHIP, INC.
4507 SW 83RD DRIVE
GAINESVILLE, FLORIDA 32608
(352) 336-4677

FILED

01 APR 10 PM 12:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 5, 2001

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-04/10/01--01079--001
*****43.75 *****43.75

Re: Articles of Amendment to Articles of Incorporation of
Global Ecological Engineering Partnership, Inc.

Dear Sir:

We are pleased to enclose an original and one copy of the Articles of Amendment to the Articles of Incorporation for the subject corporation, together with a copy of the Written Consent of the Board of Directors and our check in the amount of \$43.75 to cover the cost of the following:

Filing Fee	-	\$35.00
Certified Copy Fee	-	\$ 8.75
		\$43.75

We would appreciate your filing the Articles of Amendment, certifying the enclosed copy and returning the same to us in the addressed, stamped envelope provided for that purpose.

*MC Amord
4-18-01
PMS*

Sincerely,



KERRY MCWALTER
President

Enclosures

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

FILED

01 APR 10 PM 12:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GLOBAL ECOLOGICAL ENGINEERING PARTNERSHIP, INC.

TO: DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provision of section 617.1006 of the Florida Statutes, the undersigned corporation not-for-profit adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is GLOBAL ECOLOGICAL ENGINEERING PARTNERSHIP, INC.

2. The following amendments to the Articles of Incorporation were adopted by all of the directors of the corporation in the manner prescribed by section 617.1002, Florida Statutes:

Change of Corporate Name

That Article I of the Articles of Incorporation is hereby amended by deleting the material that has been lined through and adding the material that has been underscored to read as follows:

The name of this corporation shall be:

~~GLOBAL ECOLOGICAL ENGINEERING PARTNERSHIP, INC.~~

THE SPHERIAN PARTNERSHIP, INC.

Change of Procedure for Electing Directors
To Comport With Bylaws

That Article V(b) of the Articles of Incorporation is hereby amended by adding the material that has been underscored to read as follows:

(b) The members of this Corporation, or in the absence of members, the Board of Directors, shall elect the directors in accordance with the bylaws and may remove any director from office at any time with or without cause. In the election of directors, there shall be no cumulative voting.

3. The number of members of the corporation at the time of the adoption of the amendments was, and is, zero (0).

4. The date of the adoption of the amendments by the board of directors was April 3, 2001.

DATED: April 3, 2001.

GLOBAL ECOLOGICAL ENGINEERING
PARTNERSHIP, INC.
A Florida not for profit
Corporation

BY: Kerry McWalter
KERRY MCWALTER
PRESIDENT AND
CHAIRMAN OF THE BOARD

BY: Kerry McWalter
KERRY MCWALTER
SECRETARY