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AKERMAN, SENTERFITT & EIDSON, P.A.

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BASIC AMENDMENT
INTEGRATED ENERGY SERVICES, INC.

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Amendment

11/21/01

NOVEMBER 21, 2001

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
INTEGRATED ENERGY SERVICES, INC.

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned President of Integrated Energy Services, Inc., a Florida corporation (the "Corporation"), hereby executes and submits for filing with the Department of State, State of Florida these Articles of Amendment to its Articles of Incorporation to read as follows:

1. ARTICLE VII of the Corporation's Articles of Incorporation is hereby amended by deleting the text of ARTICLE VII in its entirety and substituting in its place the following:

"ARTICLE VII
Management by Shareholders

Notwithstanding anything to the contrary contained in the Bylaws of the Corporation, all authority to exercise corporate powers and to manage the business and affairs of the Corporation is hereby transferred to the shareholders of the Corporation, and the Board of Directors of the Corporation shall be a perfunctory body having no power or authority. All of the Corporation's acts and decisions shall be authorized when supported by the affirmative vote or consent in writing of shareholders representing a majority of the issued and outstanding common stock of the Corporation, whether or not such acts or decisions are traditionally within the province of the Board of Directors. This provision is intended to be an agreement authorized by, and subject to, Section 607.0732 of the Florida Business Corporation Act."

2. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

3. Pursuant to Section 607.1003(6) of the Act, this Amendment to the Articles of Incorporation was approved by the sole shareholder of the Corporation by written consent pursuant to Section 607.0704 of the Act, effective November 15, 2001. Therefore, the number of votes cast for the amendment was sufficient for approval.

This Amendment shall be effective upon its filing with the Florida Department of State.

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NOV-21-2001 10:58AM FROM-AKerman SENTERFITT

954-759-8911

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment as
of the 15th day of November, 2001.

INTEGRATED ENERGY SERVICES, INC.

By: 

Joseph M. Mantelga, President

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