

PD0000061957

Nature Sorb

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JUN -8 PM 12:37

Secretary of State
Division of Corporation
Post Office Box 6327
Tallahassee, FL 32314

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-06/08/01--01075--001
185.00 **35.00

RE: NATURE'S SORB, INC.

To Whom It May Concern:

While in the process of filing for a name change by our attorney, we have been advised that we were due to file a "UBR" on or before May 31, 2001. We understand that we should have received notification/forms in the mail, however, we have not received anything. We incorporated last year in June, 2000 and since then have moved our office. It is my guess that the forms were sent to us and never forwarded to our new address by the post office.

Enclosed please find the appropriate UBR for our corporation, request for name change and a check in the sum of \$185.00, to cover the fees for filing both documents. Please accept this, as we were not aware of this requirement and it is our intent to continue to do business. Further, now that we do have a corporate attorney, we will have the proper counsel to advise us of all further requirements as a corporation in the State of Florida.

Thank you for your courtesies and understanding in this matter.

Sincerely yours,

Ana McGroarty
President

Amended & Restated cert. of Inc.

NatureSorb, Inc., 15841 Pines Boulevard, #131, Pembroke Pines, FL 33028
Office: (954) 309-3656 • Fax: (954) 447-7216 E-Mail NatureSorb1@aol.com

Please visit the Spill-Sorb web site at: www.spillsorb.com

SHEPARD

JUN 27 2001

ARTICLES OF AMENDMENT AND RESTATED ARTICLES

TO

ARTICLES OF INCORPORATION

OF

Synergy Environmental, Inc. f/k/a Nature's-Sorb, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JUN -8 PM 12:38

Pursuant to Section 607.1007 of the Florida Business Corporation Act, the Articles of Incorporation of NATURE'S-SORB, INC., a Florida corporation (the "Corporation"), are hereby amended and restated in their entirety as follows:

**RESTATED ARTICLES OF INCORPORATION
OF
Synergy Environmental, Inc. f/k/a Nature's-Sorb, Inc.**

Article I

Name

The name of the corporation is Synergy Environmental, Inc.

Article II

Duration

The corporation shall have a perpetual existence.

Article III

Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Address And Registered Agent

The principal place of business and mailing address of this corporation shall be: 15841 Pines Boulevard #131, Pembroke Pines, Florida 33027. The name and address of the initial registered agent is Ana McGroarty, 15841 Pines Boulevard #131, Pembroke Pines, Florida 33027

Article V

Capital Stock

The corporation is authorized to issue One Thousand (1,000) shares of U.S. 01/100 Dollar (\$.01) par value per share common stock.

Article VII

Board of Directors

The corporation shall have three (3) directors. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1).

Article IX

Powers

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article X

Indemnification

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of such Law, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (other than in an action, suit or proceeding brought by this corporation upon authorization of the Board of Directors) or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent. Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the corporation as authorized in this Section. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate. The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal and other legal representatives of such a person. Except as otherwise provided above, an adjudication of liability shall not affect the right to indemnification for those indemnified.

Article XI

Amendment


The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

Article XII

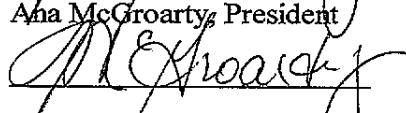
By-Laws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, the undersigned President and Secretary of the Corporation, for the purpose of amending and restating the Corporation's Articles of Incorporation pursuant to the laws of the State of Florida, have executed these Amended and Restated Articles of Incorporation, this 6 day of June, 2001.



Ana McGroarty, President

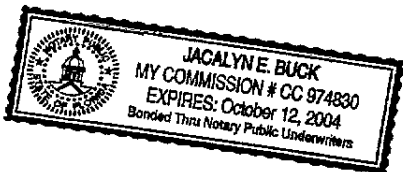


Ana McGroarty, Secretary

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 6th day of June, 2001,
by Ana McGroarty, as President and Secretary, of Synergy Environmental Inc., a Florida
corporation, on behalf of the corporation. She is personally known to me or have
produced _____, as identification, which is
current or has been issued within the past five years and bears a serial or other identifying
number and did (did not) take an oath.



Jacalyn E. Buck
Print Name: Jacalyn E. Buck
NOTARY PUBLIC - STATE OF
FLORIDA
Commission Number:
My commission expires:

**CERTIFICATE REGARDING
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

SYNERGY ENVIRONMENTAL, INC. f/k/a NATURE'S-SORB, INC.

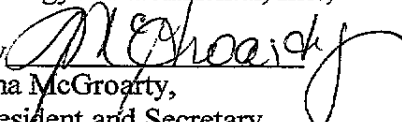
NATURE'S-SORB, INC., a Florida corporation (the "Corporation"), hereby certifies, pursuant to and in accordance with Section 607.1007, Florida Statutes, for the purpose of filing its Amended and Restated Articles of Incorporation with the Department of State of the State of Florida, that:

1. The name of the corporation filing these Amended and Restated Articles of Incorporation has been changed from **Nature's-Sorb, Inc.** to **Synergy Environmental, Inc.**

2. The foregoing Restated Articles contain certain amendments to the Corporation's Articles of Incorporation which were unanimously adopted and approved on June 6, 2001 by all members of the Corporation's Board of Directors and all the Corporation's Shareholders, such action being sufficient for approval of such amendments as of such date.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of the 6 day of June 2001

Synergy Environmental, Inc.,

By 
Ana McGroarty,
President and Secretary