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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

OF

HOLLOWAY IRRIGATION SYSTEMS, INC.

The undersigned Corporation, in accordance with the Florida Business Corporation Act and its Bylaws, hereby adopts the following Afficles of Amendment:

- 1. The name of the Corporation is HOLLOWAY IRRIGATION SYSTEMS
- 2. Article V of this Corporation's Articles of Incorporation is Article amended in its entirety so as to read, after amendment, as follows:

"ARTICLE V. " CAPITAL STOCK

"This corporation shall be authorized to issue Ten Million (10,000,000) shares of \$.001 par value stock divided into two classes of stock: Class A Voting Common and Class B Non-Voting Common. Said classes of stock shall be identical in all respects except that shareholders owning Class B Non-Voting Common stock shall have no voting rights of any kind or nature whatsoever. The par value and authorized issue of such classes of stock shall be as follows:

	PAR VALUE	AUTHORIZED ISSUE
"Class A Voting Common "Class B Non-Voting Common	\$.001 per share \$.001 per share	7,500,000 shares 2,500,000 shares"

- 3. Each share of the currently issued and outstanding \$.01 par value stock shall be converted to one (1) share of one \$.001 par value stock without further action of the Corporation.
- 4. This Amendment has been adopted by unanimous Written Action of the Board of Directors and Shareholders of the Corporation dated July $20^{\frac{1}{2}}$, 2001, which vote is sufficient to approve the adoption of the Amendment.

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Amendment on behalf of the Corporation this 20^{64} day of July, 2001.

HOLLOWAY IRRIGATION SYSTEMS, INC., a Florida corporation

(CORPORATE SEAL)

Rufus M. Holloway, Jr., President