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BASIC AMENDMENT

GUARDIAN FUELING TECHNOLOGIES, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 5, 2001

GUARDIAN FUELING TECHNOLOGIES, INC.
P.O. BOX 2029
JACKSONVILLE, FL 32203-2029

SUBJECT: GUARDIAN FUELING TECHNOLOGIES, INC.
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Corporate Specialist

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**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF
GUARDIAN FUELING TECHNOLOGIES, INC.**

Pursuant to Section 607.1006 of the Florida Business Corporation Act, the undersigned Corporation adopts these Articles of Amendment.

FIRST: The name of the Corporation is GUARDIAN FUELING TECHNOLOGIES, INC.

SECOND: The Articles of Incorporation of this Corporation are amended by changing Article IV so that, as amended, said Article shall read as follows:

The corporation is authorized to issue Two Hundred Thousand (200,000) shares of common stock with a par value of \$.005 per share, which shares shall be and hereby are designated as "Common Shares." Without action by the shareholder(s), any or all of the authorized shares may be issued by this corporation from time to time for such consideration as may be fixed by the board of directors of this corporation.

THIRD: The amendment to the Articles of Incorporation of the Corporation set forth above was adopted on July 4, 2001.

FIFTH: The number of votes cast for the amendment by the Shareholders was sufficient for approval.

Signed on July 4, 2001.

GUARDIAN FUELING TECHNOLOGIES,
INC.

By: 
Tom Bendle, President/Director

WCYR166747.1

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