

JUL-19-04 MON 10:44 AM MCGUIRE WOODS LLP

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Division of Corporations

P. 1  
Page 1 of 1

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**BASIC AMENDMENT**

**GUARDIAN FUELING TECHNOLOGIES, INC.**

Certificate of Status	0
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Amend  
7/19/04

**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:

**ARTICLE IV**

The corporation is authorized to issue Ten Million (10,000,000) 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 Articles of Incorporation of this Corporation are amended by changing Article V so that, as amended, said Article shall read as follows:

**ARTICLE V**

The street address of the registered office of this Corporation in Florida shall be 50 N. Laura Street, Suite 3300, Jacksonville, FL 32202, and its registered agent at that address shall be RAX CO. The registered office and registered agent of the corporation may be changed from time to time upon notification to the proper authorities.

**FOURTH:** The amendments to the Articles of Incorporation of the Corporation set forth above were adopted on July 12, 2004.

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

Signed on July 12, 2004.

GUARDIAN FUELING TECHNOLOGIES, INC.

By: 

Joey Batchelor, President/Director

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**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT OF  
GUARDIAN FUELING TECHNOLOGIES, INC.**

Pursuant to Section 607.0501, Florida Business Corporation Act, RAX CO., located at 50 N. Laura Street, Suite 3300, Jacksonville, Florida, 32202, having been named as registered agent to accept service of process upon GUARDIAN FUELING TECHNOLOGIES, INC., hereby accepts the appointment as registered agent, agrees to act in that capacity, and agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties as registered agent, acknowledging hereby that it is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has caused this Certificate to be executed in Jacksonville, Duval County, Florida on this 19 day of <sup>July</sup>~~June~~, 2004.

RAX CO., Registered Agent

By: [Signature]

Daniel B. Nunn, Jr., Vice President

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