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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-08/28/02--01035--004
*****43.75 *****43.75

SUBJECT: THE GRASS MAN, INC.
(Proposed corporate name)

Enclosed please find an original and one (1) copy of the
Articles of Amendment for the above corporation and a
check in the amount of \$ 43.75.

FROM: ACCOUNTING PROFESSIONALS GROUP, INC.
6220 S. ORANGE BLOSSOM TRAIL, SUITE 142
ORLANDO, FLORIDA 32809
(407) 856-1906

Mailed GAVE
AUTHORIZATION BY PHONE TO
CORRECT delete "initial" in "c"
DATE 8/5/02
DOC. EXAM 8/5/02

Amend

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

THE GRASS MAN, INC

The undersigned President of The Grass Man, Inc., a Florida Corporation (the "Corporation"), for and on behalf of the Corporation does hereby execute these Articles of Amendment to the Articles of Incorporation of the Corporation. Florida.

SUBJECT TO BE AMENDED

Acknowledgement of resignation of Jane M. Dakshamuni from the Corporation, The Grass Man, Inc., as Secretary, Treasurer and Director.

ARTICLE I - NAME OF CORPORATION

The name of the corporation is: The Grass Man, Inc.

ARTICLE VII - BOARD OF DIRECTORS

A. The number of directors of the corporation shall be one (2).

B. The number of Directors of the corporation may be increased or decreased from time to time pursuant to the By-Laws adopted by the shareholders, but shall never be less than the minimum number of directors required by applicable law.

C. The name and address of the members of the Board of Directors, who shall hold office until his successor is duly elected and qualified is:

Alfredo D'Amelio	3114 Houndsworth Ct. # 501 Orlando, Florida 32837
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Isabel M. D'Amelio	3114 Houndsworth Ct. # 501 Orlando, Florida 32837
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ARTICLE XI - ADOPTION DATE OF ARTICLES OF AMENDMENT

The adoption date of these Articles of Amendment shall be July 12, 2002.


The above stated amendments were approved by unanimous consent of all shareholders entitled to vote.

IN WITNESS WHEREOF, the undersigned President, of the corporation, have hereunto set his hand this 26th day of August, 2002.


Alfredo D'Amelio

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 26th day of August, 2002, by Alfredo D'Amelio, President of The Grass Man, Inc., a Florida Corporation on behalf of the corporation, who has produced his Florida Drivers License as identification and who did not take an oath.


Angel Cepero
Notary Public

