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JULIAN D. NIHILL 2001 ROSS AVENUE, SUITE 2300 DALLAS, TEXAS 75214

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September 5, 2001

Amendment Section
Division of Corporations,
P.O. Box 6327
Tallahassee,
FL 32314

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Dear Sir or Madam:

Enclosed please find an original and a copy of the Articles of Amendment to Articles of Incorporation of Ecoplants USA, Inc., together with a check for \$43.75. Please file the original and return a certified copy to me at the above address.

Yours sincerely

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Julian D. Nihill

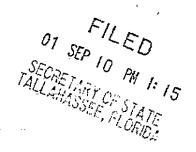
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CLAMASSEE, FLORIDA

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF ECOPLANTS USA, INC.



Pursuant to the provisions of section 607.1006 Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

First: Article II, Principal Office, is amended to read:

The principal place of business and mailing address of this corporation shall be 1509 NW 82nd Avenue, Miami, Florida 33126.

Second: Article III, Shares, is amended to read:

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,176 shares of common stock, \$1.00 par value.

These amendments were proposed by the Board of Directors and approved unanimously by the Shareholders of this corporation on July 14, 2001, effective immediately upon such approval by the Shareholders.

Signed this 2nd day of September, 2001

President and Chairman of the Board