

TRICO VIII PETROLEUM, INC.
7284 WEST PALMETTO PARK ROAD #101S
BOCA RATON, FLORIDA 33433
(561) 392-9450
FAX: (561) 392-9371

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JUN 12 AM 9:28

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June 1, 2001
Secretary of State
Division of Corporations
Amendment Section
409 East Gaines Street
Tallahassee, Florida 32399

100004416951--3
-06/13/01--01017--001
*****35.00 *****35.00

Re: Articles of Amendment – Trico VIII Petroleum, Inc.

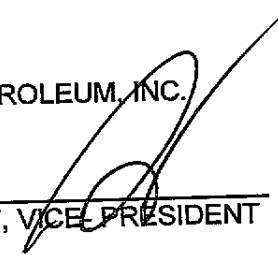
Dear Sirs:

Enclosed herewith please find:

Articles of Amendment to the Articles of Incorporation for Trico VIII Petroleum, Inc., and copy of same. Additionally, enclosed herewith please find check in the amount of \$35.00 representing filing fees for same.

Thank you.

TRICO VIII PETROLEUM, INC.


ALEX N. GRIEF, VICE PRESIDENT

Amend.

V. SHEPARD JUN 21 2001

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION OF
TRICO VIII PETROLEUM, INC.**

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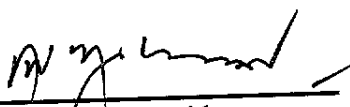
Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, TRICO VIII PETROLEUM, INC., a Florida profit corporation, adopts the following articles of amendment to its articles of incorporation.

1. The name of the corporation is TRICO VIII PETROLEUM, INC. (the "Company").
2. The Articles of Incorporation of the Company are hereby amended by the addition of a provision stating the number of shareholder votes required to amend these Articles of Incorporation, as hereinbelow set forth in full:

AMENDMENT TO ARTICLES OF INCORPORATION. Any amendment to these Articles of Incorporation, adopted by the Company's Board of Directors, must be approved by holders of not less than 76% of the outstanding capital stock of the Company.

3. The foregoing amendment was adopted on June 1, 2001.
4. The amendment was approved by the shareholders of the corporation. The number of votes cast for the amendment by the shareholders was sufficient for approval.

Signed this 1st day of June, 2001.



Ali M. Jaferi, President