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ESTABLISHED 1925

A PROFESSIONAL
ASSOCIATION

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Of Counsel

WRITER'S EMAIL:
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July 24, 2001

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*****35.00 *****35.00

Secretary of State
Division of Corporations
Certification Division
P.O. Box 6327
Tallahassee, Florida 32314
1549.0000

RE: ASBERRY WATER CONDITIONING, INC.

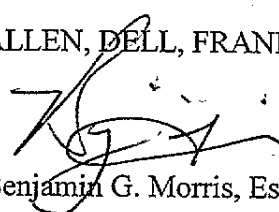
Dear Sir or Madame:

Enclosed please find our firm check in the amount of \$35.00. Please file the enclosed First Articles of Amendment to Articles of Incorporation.

If you have any questions or desire any additional information please advise me.

Very truly yours,

ALLEN, DELL, FRANK & TRINKLE, P.A.


Benjamin G. Morris, Esquire

BGM/ep
Enclosures

FILED
01 JUL 26 AM 8:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Allen, Dell, Frank &
Trinkle, P.A.

AC 7/30
K/C

FIRST ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
ASHBERRY WATER CONDITIONING, INC.

1. The following provisions of the Articles of Incorporation of **ASHBERRY WATER CONDITIONING, INC.**, a Florida corporation, filed in Tallahassee on January 17, 2001, and effective on January 22, 2001, be and they are hereby amended in the following particulars:

Article I be and it hereby is amended to read as follows:

ARTICLE I.

Name and address.

The name of this corporation is **WHITLOCK-ASHBERRY ENTERPRISES, INC.**

2. The foregoing amendment was adopted on the 3rd day of July, 2001 by unanimous consent of all the Shareholders entitled to vote.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation has executed these Articles of Amendment on this 14th day of July, 2001.

WHITLOCK-ASHBERRY ENTERPRISES, INC.

BY: Cynthia A. Whitlock
CYNTHIA A. WHITLOCK, President

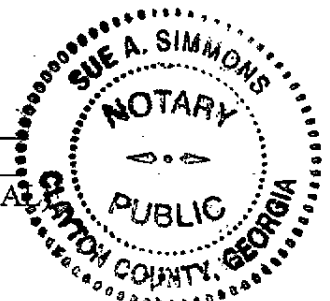
BY: Vernon G. Ashberry
VERNON G. ASHBERRY, Secretary-Treasurer

STATE OF Georgia
COUNTY OF Clayton

The foregoing instrument was acknowledged before me this 17th day of July, 2001, by CYNTHIA A. WHITLOCK, as President, of WHITLOCK-ASHBERRY ENTERPRISES, INC., a Florida corporation, on behalf of the corporation. She is personally known to me or has produced _____ as identification.

NOTARY PUBLIC:

sign Sue A. Simmons
print Sue A. Simmons
STATE OF Ga. AT LARGE (SEAL)
My Commission Expires: 01-23-05



FILED
01 JUL 26 AM 8:24
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

STATE OF Virginia
COUNTY OF Stafford

The foregoing instrument was acknowledged before me this 20th day of July, 2001, by VERNON G. ASHBERRY, as Secretary-Treasurer of WHITLOCK-ASHBERRY ENTERPRISES, INC., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification.

NOTARY PUBLIC:

sign

Olive Faye Hutchinson

print

OLIVE FAYE HUTCHINSON

STATE OF VA AT LARGE (SEAL)

My Commission Expires: 04-30-02