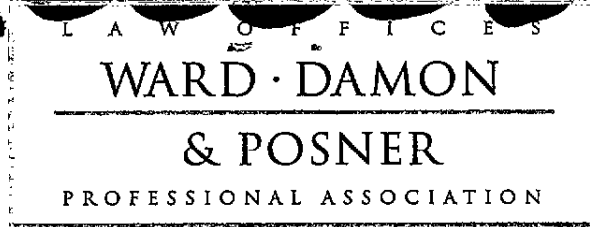


PO1000032168



4420 BEACON CIRCLE
WEST PALM BEACH, FL 33407

Philip H. Ward, III
pward@warddamon.com

TEL: (561) 842-3000 • FAX: (561) 842-3626

March 12, 2002

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-03/19/02--01013--002
*****43.75 *****43.75

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL

Re: Millennium Cooling, Inc.

Dear Sir/Madam:

Enclosed please find, in duplicate, Articles of Amendment of Millennium Cooling, Inc. Also enclosed is a check in the sum of \$43.75 to cover the filing fee and the fee to obtain a certified copy. Please file the enclosed document immediately and return a certified copy in the enclosed envelope provided for your convenience.

Should you have any questions, please feel free to contact me.

Very truly yours,

A handwritten signature in black ink, appearing to be "PHW", written over a horizontal line.

Philip H. Ward, III

PHW:c
Encls

FILED
02 APR 12 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

T BROWN APR 12 2002



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 26, 2002

PHILIP H. WARD, III
WARD, DAMON & POSNER
4420 BEACON CIRCLE
W. PALM BEACH, FL 33407

SUBJECT: MILLENNIUM COOLING, INC.
Ref. Number: P01000032168

We have received your document for MILLENNIUM COOLING, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6869.

Teresa Brown
Corporate Specialist

Letter Number: 102A00018099

RECEIVED
02 APR 12 AM 11:12
DIVISION OF CORPORATIONS

Fax Audit No.

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MILLENNIUM COOLING, INC.**

FILED
02 APR 12 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Document Number P01000032168

Pursuant to the provisions of Florida Statutes §607.1006, **MILLENNIUM COOLING, INC.**, a Florida profit corporation (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: Article IV of Corporation's Articles of Incorporation shall be deleted in its entirety and replaced by the following:

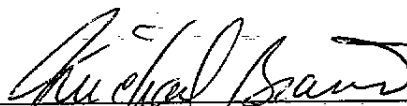
ARTICLE IV

The Corporation is authorized to issue One Million (1,000,000) shares of common stock with a par value of One Cent (\$0.001) per share.

SECOND: The Amendment was adopted on April 15, 2001.

THIRD: The Amendment was approved by the Shareholders. The number of votes cast for the amendment was sufficient for approval.

DATED this 8th day of April, 2002.



Michael Bianco, President
and Sole Shareholder