

P01000037706

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LUIS M. ARTIME, P.A.

LAW OFFICES
888 BRICKELL AVENUE
FIFTH FLOOR
MIAMI, FLORIDA 33131
TEL (305) 358-0028
FAX (305) 358-4277
E-MAIL: luisartime@malaw.net

November 13, 2003

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

Re: WALSH ENVIROMENTAL, INC. P01000037706
Our File No.: 0016-0001

Dear Sir or Madam:

Please find enclosed the original Amended and Restated Articles of Incorporation of Walsh Enviromental, Inc., with the attached Certificate of Designation Registered Agent/Registered Office. Also enclosed is our check in the amount of \$35.00 to cover the filing fee for this amendment.

Please file the above document and return a certified copy in the enclosed envelope. If you have any question or comments, please do not hesitate to contact me.

Thank you in advance for your attention to this matter.

Sincerely,



Luis M. Artime

LMA\tjd

Enclosure

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WALSH ENVIROMENTAL INC**

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Pursuant to the provisions of Section 607.1006, Florida Statutes, this Corporation hereby amends and restates its Articles of Incorporation as follows::

ARTICLE 1

NAME

The name of the corporation is **WALSH ENVIROMENTAL, INC.** (hereinafter called the "**Corporation**").

ARTICLE 2

PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the initial principal office and the mailing address of the corporation is 6262 Bird Road, Suite 3-D, Miami, Florida 33155.

ARTICLE 3

AUTHORIZED SHARES

The number of shares that the Corporation is authorized to issue is: 1,000,000 Shares of common stock.

ARTICLE 4

REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office is LUIS M. ARTIME, P.A. 888 Brickell Avenue, Fifth Floor, Miami, Florida 33131 and the name of its registered agent at that office is Luis M. Artime, Esquire,

ARTICLE 5

INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Corporation shall indemnify and advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

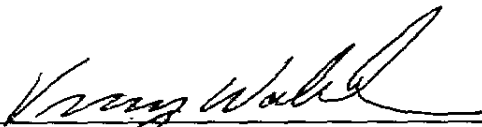
ARTICLE 6

BYLAWS

The Board of Directors of the Corporation shall have the power to adopt, amend or repeal the bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed these amended and restated Articles of Incorporation as of this 30 day of June, 2003.

By: _____


VIRGINA WALSH, President Sole Director
and Sole Shareholder

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is:

WALSH ENVIRONMENTAL, INC.

2. The name and address of the registered agent and office is:

LUIS M. ARTIME, P.A.
Luis M. Artime, Esq.
888 Brickell Avenue
Fifth Floor
Miami, FL 33131

3. The undersigned has executed this Certificate of Designation this 30th day of June, 2003.

WALSH ENVIRONMENTAL, INC.

By: 

VIRGINIA WALSH, President Sole
Director and Sole Shareholder

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF THIS POSITION AS REGISTERED AGENT.

The undersigned Registered Agent has executed this Certificate of Designation this 30th day of June, 2003.

LUIS M. ARTIME, P.A.

By: 

Name: LUIS M. ARTIME
Title: PRESIDENT