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Division of Corporations

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Florida Department of State
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**BASIC AMENDMENT
RECYCLING & DESIGN CORP.**

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AMEND
9/4
9/3/2002
(3)

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**ARTICLES OF AMENDMENT
OF
RECYCLING & DESIGN CORP.**

We the undersigned Stockholders and Directors of RECYCLING & DESIGN CORP.
corporation organized under the laws of this State of Florida hereby certify as follows:

ARTICLE I

The name of the Corporation is: RECYCLING & DESIGN CORP.

ARTICLE II

The Articles of Incorporation are hereby amended by the following resolution adopted by
both the Board of Directors and the Shareholders:

IT IS AS FOLLOWS:

The Articles of Incorporation shall be amended to 1) add BELA FORRAY and
remove JULIO BECKER KLEIN as President and director effective SEPT. 4TH 2002.

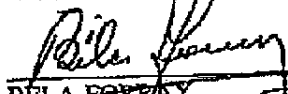
2) add BELA FORRAY with the same corporate address and remove
JOHN H. FARO as registered agent.

Change corporate address to: 4711 S.W. 74TH AVENUE Miami, FL. 33155.

The foregoing resolution was adopted by the Board of Directors and the Shareholders
at a Special Joint Meeting held on July 22, 2002 and was approved by a majority
of the Corporation's Shareholders. Such a majority is sufficient for approval.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledge
these Articles of Amendment this 4th day of September 2002.

I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND
AGREE TO ACT IN THIS CAPACITY.


BELA FORRAY
President, Director and Shareholder

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Prepared by: Cabrera & Associates
4201 S.W. 11th Street
Miami, Florida 33134

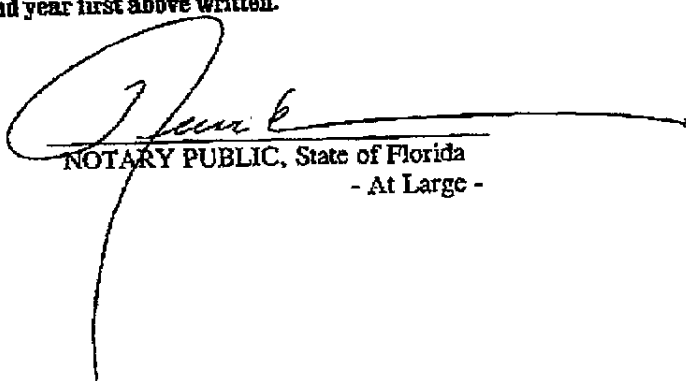
(STATE OF FLORIDA)
SS:
(COUNTY OF DADE)

I HEREBY CERTIFY that on the 4th of September 2002, personally
appeared before me, an authorized officer duly commissioned to administer
oaths and take acknowledgments.

BELA FORRAY

To me well known and known to me to be the person (s) who executed the
foregoing ARTICLES OF AMENDMENT and who acknowledge that it
was signed and executed for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at
Miami, Dade County, Florida, the day and year first above written.


NOTARY PUBLIC, State of Florida
- At Large -

My Commission Expires:



Rene Cabrera
Commission #DD142822
Expires: Sep 29, 2006
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Atlantic Bonding Co., Inc.