ביותווים זאל יאי

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Division of Corporations

Fax Number : (850)205-0380

From:

Account Name : ACE INDUSTRIES, INC.

Account Number : 070744001530 (305)358-2571 Phone

Fax Number : (305)373-7718

03 JAN 16 AM 10: 21 Division of comporations

BASIC AMENDMENT

NATURAL GROUND COVER PRODUCTS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$35.00

1/16/03

HO3-21816

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SATION SATILLAS ARTICLES OF AMENDMENT TO ARTICLES OF INCORPOR OF

NATURAL GROUND COVER PRODUCTS, INC.

(Present Name of Corporation)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendments to its articles of incorporation:

FIRST: Amendment(s) adopted: Indicate article number(s) being amended, added or deleted. DELETED: ARTICLE 2: 5,000 SHARES AND 20.00 PAR VALUE

ADDED: ARTICLE 2: 100 SHARES AND 0 PAR VALUE

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 01/16/03

FOURTH: Adoption of Amendment(s) (CHECK ONE)

Z	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s): "The number of votes cast for the amendment(s) was/were sufficient for approval by ". (Voting group)
;	The amendment(s) was/were adopted by board of directors without shareholder action and shareholder action was not required.
	The amendment(s) was/were adopted by the incorporator without shareholder action and shareholder action was not required.
(G)	NED THIS 01 DAY OF 16, 2003 SIGNATURE:

(By the Chairman or Vice Chairman of the Roard of Directors, President, Incorporator, Director, Registered Agent or other officer if adopted by the shareholders.)

TYPED OR PRINTED NAME: CARL D. GAY TITLE: PRESIDENT HO3-21816