

FROM: HOLLAND AND KNIGHT

FAX NO.: 407-244-5288

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Florida Department of State

Division of Corporations

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BASIC AMENDMENT

SHIELDS ENVIRONMENTAL INC.

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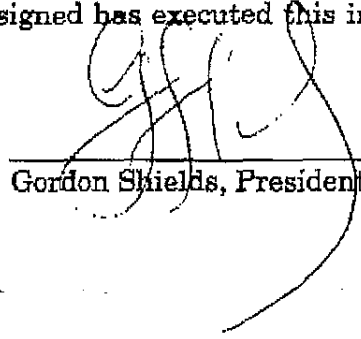
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
SHIELDS ENVIRONMENTAL INC.**

Pursuant to Section 607.1006 of the Florida Business Corporation Act, the Articles of Incorporation of Shields Environmental Inc., a Florida corporation (the "Corporation"), are hereby amended according to these Articles of Amendment:

- FIRST: The name of the Corporation is Shields Environmental Inc.
- SECOND: Article I of the Articles of Incorporation is amended in its entirety to read as follows:
- "The name of the corporation is: Shields Environmental Holdings Inc."
- THIRD: The foregoing amendment was adopted by the shareholders of the Corporation by Unanimous Written Consent dated April 26, 2004, and, therefore, the number of votes cast for the foregoing amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed this instrument as of this 26th day of April, 2004.



Gordon Shields, President

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