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BASIC AMENDMENT

IS, INC.

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RESUBMIT



FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

November 16, 2004

EARTHSCAPE DESIGNS, INC. 1733 WYANDOTTE TRAIL CASSELBERRY, FL 32707US

SUBJECT: EARTHSCAPE DESIGNS, INC.

REF: P04000120880

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The date of adoption of each amendment must be included 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 Document Specialist FAX Aud. #: H04000228663 Letter Number: 704100065211

NO. 580 CORPORATION SYC CO McNOV. 17. 20040 8:35AM. 4073668637 H04000228663 3 Articles of Amendment to Articles of Incorporation of EARTHSCAPE DESIGNS, INC. (Name of corporation as currently filed with the Florida Dept. of State) (Document number of corporation (if known) Pursuant to the provisions of section 607.1005, Florida Statutes, this Florida Profit Corporation adopts the following amendment(s) to its Articles of Incorporation: NEW CORPORATE NAME (if changing): (must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.") AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: (BE SPECIFIC) ARTICLE VII - is hereby amended so as to remove ROBERT IRLZARRY as director. (Attach additional pages if necessary) If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

(continued)

The date of each amendment(s) adoption: 9-23-2004 H0 40 00 228663
Effective date if applicable: (no more than 90 days after amendment file date)
Adoption of Amendment(s) (CHECK ONE)
The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders 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 the board of directors without shareholder action and shareholder action was not required.
The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
Signed this 12 day of modernber 2004
Signature (By objector, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)
Roberto Ivizarry (Typed or printed name of person signing)
divector
(Title of person signing)

FILING FEE: \$35