

P05 000106300

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

WAIT

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____

Certificates of Status

Special Instructions to Filing Officer:

Office Use Only



000088010290

02/19/07--01019--002 **49.75

Amend

FILED
07 FEB 19 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Roberts FEB 21 2007

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: BIOMASS ENERGY RESOURCES, INC.

DOCUMENT NUMBER: P05000106300

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Allen Sharpe
(Name of Contact Person)

Biomass Energy Resources, Inc.
(Firm/ Company)

1198 Gulf Breeze Pkwy, Suite 7
(Address)

Gulf Breeze Florida 32561
(City/ State and Zip Code)

For further information concerning this matter, please call:

Allen Sharpe at (850) 916-1300
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

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

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

FILED
07 FEB 19 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BIOMASS ENERGY RESOURCES, INC.

(Name of corporation as currently filed with the Florida Dept. of State)

P05000106300

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, 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.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Article IV being amended per the following: " The number of shares the
corporation is authorized to issue is:

10,000,000 shares of common stock

2, 500,000 Shares of preferred stock

(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: February 13, 2007

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.

Signature Allen N. Sharpe

(By a director, 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)

ALLEN N. SHARPE
(Typed or printed name of person signing)

Incorporator
(Title of person signing)

FILING FEE: \$35