

PO6000054179

Division of Corporations

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Amend  
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**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
ECOSPHERE SYSTEMS, INC.**

Pursuant to Section 607.1006 of the Florida Business Corporation Act, Ecosphere Systems, Inc., a Florida corporation (the "Company"), certifies that:

1. The original Articles of Incorporation of the Company were filed on April 14, 2006. The Company's document number is P06000054179.

2. Pursuant to Section 607.1006 of Florida Business Corporation Act, the amendment herein set forth has been duly adopted by the Board of Directors and the number of votes cast for such amendment by the shareholders of the Company was sufficient for approval.

3. The Articles of Incorporation of the Company are amended by the addition of the following new Article XII:

**Article XII - Conflict of Interest**

As long as UltraStrip Systems, Inc., a Florida corporation, or its successors ("USTP"), either (a) owns 25% of the Company's issued and outstanding Common Stock or (b) through a written agreement or otherwise controls the right to appoint a majority of the Company's Board of Directors, then it shall not be deemed to be a breach of an officer or director of the Company's fiduciary duty if (i) the Company enters into any agreement with USTP for either to provide services or sell products to the other or (ii) an employee or officer of USTP or the Company provides services to the Company or USTP, as the case may be. In furtherance of the foregoing, the entry into an agreement, the scope of services and the fees or consideration shall not be subject to a claim of breach of fiduciary duty by any shareholder of the Company. Provided, however, if USTP or any employee or officer commits any act or omission not in good faith, the protective provisions of this Article XII shall not apply.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to Articles of Incorporation as of the 9<sup>th</sup> day of August, 2006.

ECOSPHERE SYSTEMS, INC.

By:   
Michael R. Donn, Sr., President

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