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Florida Dept of State



October 16, 2007

FLORIDA DEPARTMENT OF STATE

Division of Corporations

SCOTT CONTRACTING HOLDINGS, INC.

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SCOTT CONTRACTING HOLDINGS, INC.
Document Number: P0700046146

On October 8, 2007, the Board of Directors of **Scott Contracting Holdings, Inc.** passed a resolution that the Articles of Amendment to the Articles of Incorporation filed on October 8, 2007 to Article 8.1 of the Articles of Incorporation be reversed in its entirety and amended. On October 8, 2007, a majority of Shareholders adopted the recommendation of the Company's Board of Directors by consent and approved this Amendment to the Articles of Incorporation of **Scott Contracting Holdings, Inc.** The corporation is filing these Articles of Amendment to the Articles of Incorporation, pursuant to F.S. 607.1006

1. The name of the Corporation is **Scott Contracting Holdings, Inc.**
2. The Amendment to Article 8.1 of the Articles of Incorporation of **Scott Contracting Holdings, Inc.** that was filed on June 12, 2007 is hereby reversed, deleted in its entirety, and replaced with the following:

Article 8.1: Each Ten (10) shares of previously authorized common stock of the corporation, par value \$0.0001 per share, issued and outstanding immediately prior to the June 12, 2007 Amendment filed with Office of the Secretary of State of the State of Florida shall thereby and thereupon automatically be combined without any further action into One (1) validly issued, fully paid, non assessable share of common stock of the corporation (10/1 reverse stock split). Par value \$0.0001 per share. Each holder of record of a certificate for Ten (10) or more shares of common stock of the corporation, as of June 18, 2007, shall be entitled to receive, as soon as practicable, upon surrender of such certificate, a certificate representing ONE (1) share of common stock for each TEN (10) share of common stock represented by the certificate of such holder, with the next higher number of shares being issued in lieu of fractional shares (10/1 reverse stock split). Every right, option and warrant to acquire ONE (1) share of common stock for each TEN (10) shares of common stock represented by the certificate of such holder, with the next higher number of shares being issued in lieu of fractional shares. Every right, option and warrant to acquire ONE (1) share of common stock of the corporation, outstanding immediately prior to the effective date of this Amendment shall thereby and thereupon automatically be converted without any further action into the right to acquire ONE/TENTH (1/10) of a share of common stock of the corporation, upon the terms of the right, option or warrant, except warrants, shall be proportionately increased. The corporation shall not issue fractional shares with respect to the combination or conversion. In the event a share certificate now existing is an amount of shares which is less than Ten (10) shares immediately after the effective date of this Amendment the record or beneficial holder of said certificate or certificates shall be entitled to receive a cash payment of the par value of the share (0.001 per share). The number of shares the corporation shall have authority to issue is One Hundred Twenty Million (120,000,000) shares. Of such shares, One Hundred Million (100,000,000)

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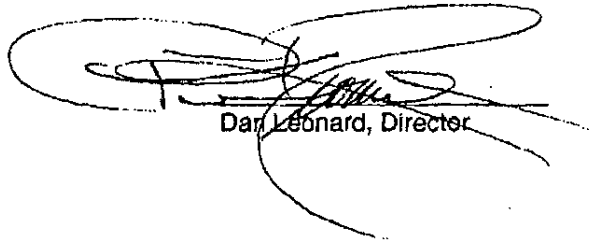
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shares with a par value of \$0.0001 shall be common shares. Twenty Million (20,000,000) shares, with a par value of \$0.0001, shall be preferred shares.

In all other respects, the provisions of Article 8 shall remain in full force and effect, as well as all the other Articles of the Articles of Incorporation.

4. The date of adoption of this Amendment to the June 12, 2007 Amendment by the shareholders of this corporation is October 8, 2007; the amendment to Article 8.1 shall become effective on October 8, 2007.
5. These amendments to the Articles of Incorporation of the Corporation have been duly adopted in accordance with the provision of the Florida Business Corporation Act. A majority of the shares entitled to vote executed a Statement of Consent to Action by the Shareholders of the Company in accordance with the provisions of the Florida Business Corporation Act, which constituted a sufficient number of shares to approve the amendment to the Articles of Incorporation.

IN WITNESS WHEREOF the undersigned, the President of the Corporation, has executed this amendment to the Articles of Incorporation this 8th day of October, 2007.



Dan Leonard, Director

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