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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AMERICAS BIOFUELS, INC.

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October 26, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

AMERICAS BIOFUELS, INC.
28100 BONITA DR., SUITE 200
BONITA SPRINGS, FL 34135

SUBJECT: AMERICAS BIOFUELS, INC.
REF: P09000065588

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 registered agent must sign accepting the designation.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The conflict is F06000006233.

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If you have any questions concerning the filing of your document, please call (850) 245-6957.

Tracy L. Hemieux
Regulatory Specialist II

FAX Aud. #: H09000226857
Letter Number: 509A00033931

APPROVED
AND
FILED
09 OCT 23 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
AMERICAS BIOFUELS, INC.

State of Florida
Document No.: P09000065588

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is **AMERICAS BIOFUELS, INC.** (the "Corporation").
2. In order to change the name of the Corporation and the registered agent, Article 1 and Article VI, respectively, of the Articles of Incorporation of the Corporation are hereby amended in their entirety to read as follows:

ARTICLE I NAME

The name of this corporation shall be **ALGENOL BIOFUELS, INC.**

ARTICLE VI REGISTERED AGENT

The name and address of the registered agent is:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

3. This Amendment to the Articles of Incorporation of the Corporation shall be effective at the time of filing with the Secretary of State of the State of Florida.
4. The foregoing Articles of Amendment to the Articles of Incorporation was unanimously adopted by the Board of Directors of the Corporation pursuant to a Unanimous Written Consent on October 20, 2009.
5. The Corporation has not issued any stock and therefore, has no current shareholders.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 20th day of October, 2009.

/S/ Paul Woods

Name: Paul Woods

Title: Director

W
Having been named as registered agent to accept service of process for the above stated company at the place designated in the above certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Heather Chapman

Corporation Service Company
Heather Chapman, Assistant Vice President

October 22, 2009

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Dispatched via electronic mail

Dear Sirs:

Reference is made to Americas Biofuels, Inc., a Florida corporation (Americas-Florida), Algenol Biofuels, Inc. a Delaware corporation qualified to do business in Florida ("AB-Delaware") and Algenol Biofuels LLC, a Florida limited liability company ("AB-LLC").

Americas-Florida, AB-Delaware and AB-LLC are all related companies and consequently, each of AB-Delaware and AB-LLC consent to Americas-Florida changing its name to Algenol Biofuels, Inc.

Should you need any further information, please contact Megan Renze, of Baker & McKenzie LLP, at (305) 720-9089

Sincerely,

Algenol Biofuels, Inc.,
a Delaware corporation qualified to do
business in Florida

Algenol Biofuels LLC,
a Florida limited liability company

By: Paul Woods

Print Name: Paul Woods

Its: Manager

By: Paul Woods

Print Name: Paul Woods

Its: Manager