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## ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF BLUE EARTH TECHNOLOGIES, INC.

Pursuant to the provisions of Section 607.1006, F.S., BLUE EARTH TECHNOLOGIES, INC. hereby adopts the following amendment to its Articles of Incorporation.

- 1. Name of Corporation: BLUE EARTH TECHNOLOGIES, INC.
- 2. Document Number: The document number of the Corporation is P13000052427...
- 3. Amendments Adopted: The Articles of Incorporation are hereby amended to include the following:

## "ARTICLE VIII INITIAL BOARD OF DIRECTORS

"The number of Directors constituting the initial Board of Directors of the corporation shall be four (4), and the name and address of the persons sworn to serve as the Directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

Warren Pandorf 2951 Chancery Lane

Clearwater, FL 337559

Wayne Pandorf 2951 Chancery Lane

Clearwater, FL 33759

Brian Pandorf 2951 Chancery Lane

Clearwater, FL 33759

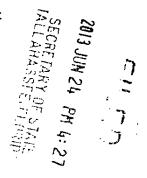
Todd Siegel 2951 Chancery Lane

Clearwater, FL 33759

## ARTICLE IX INITIAL OFFICERS

The persons who shall serve as officers until the first election of officers are as follows:

Prepared By:
Michael T. Cronin, Esquire
Johnson, Pope, Bokor, Ruppel & Burns, LLP
911 Chestnut Street
Clearwater, Florida 33756
(727) 461-1818
Bar No. 0469841



Name	<u>Office</u>
Warren Pandorf	President
Todd Siegel	Secretary
Wayne Pandorf	Treasurer."

- 4. The date of this amendment's adoption is June 24, 2013.
- 5. Shareholders: All of the shareholders entitled to vote on this amendment approved such amendment.
- 6. Other Amendments: All other articles and provisions of the Articles of Incorporation as originally filed remain the same.

The undersigned has executed these Articles of Amendment on the 24<sup>th</sup> day of June, 2013.

MICHAEL T. CRONIN, Authorized Representative