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BLUE EARTH TECHNOLOGIES, INC.

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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 33759
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

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<u>Name</u>	<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 24th day of June, 2013.



MICHAEL T. CRONIN,
Authorized Representative