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REFERENCE : 804667 7159924

AUTHORIZATION *Patricia Pigato*

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : August 21, 2000

ORDER TIME : 3:46 PM

ORDER NO. : 804667-010

CUSTOMER NO: 7159924

300003366583--4

CUSTOMER: Toni Clark, Paralegal
Rafferty Gutierrez & Sanchez-
Suite 1400
1101 Brickell Avenue
Miami, FL 33131

DOMESTIC AMENDMENT FILING

NAME: ORANGE PETROLEUM, INC.

EFFECTIVE DATE: XX

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS: _____

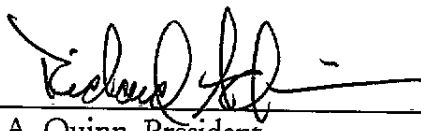
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DIVISION OF CORPORATE
TALLAHASSEE, FLORIDA

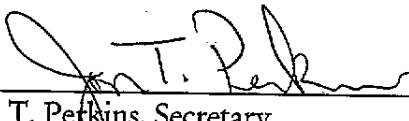
*Amend
8-22-00
rfs*

ARTICLES OF AMENDMENT
OF
ORANGE PETROLEUM, INC.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

1. Article V of the Articles of Incorporation of Orange Petroleum, Inc., is hereby deleted in its entirety.
2. Articles VI through XI shall be deemed renumbered appropriately.
3. The foregoing amendment was adopted by the shareholders and directors of this Corporation pursuant to Section 607.1003 of the Florida Statutes, as of the 3rd day of August, 2000.


Richard A. Quinn, President


Jon T. Perkins, Secretary