

LAW OFFICES

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P92000012596

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May 5, 2000

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Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Biofiltration Systems, Inc. (the "Company")

Dear Sir or Madam:

In connection with the above referenced Company, this correspondence is to request that you file the enclosed Articles of Amendment to the Articles of Incorporation. In that regard, I am enclosing an original and one copy of said Amendment. Also enclosed is a check for \$35.00 made payable to the Secretary of State for the filing fee. Please send a copy of the filed Articles of Amendment to me at 2455 East Sunrise Boulevard, Suite 905, Ft. Lauderdale, Florida 33304.

If you have any questions or need any further information, please do not hesitate to contact me.

*Amend
5-26-00
RPG*

Very truly yours,

RICHARD P. GREENE, P.A.

Richard P. Greene

Richard P. Greene
For the Firm

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAY 15 PM 12:31

FILED

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Enclosures

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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
BIOFILTRATION SYSTEMS, INC.

FILED

00 MAY 15 PM 12:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of the above-named corporation (the "Corporation"), filed with the Department of State on the 17th day of December 1992, and assigned Document Number P92000012596, are hereby amended pursuant to a written consent in lieu of meeting executed and approved by the holders of all of the Corporation's common stock and all of the Corporation's Directors on the 24th day of April 2000, as follows:

ITEM 1

1. ARTICLE IV is hereby amended to read as follows:

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is eight hundred million (800,000,000). Such shares shall be of a single class, of par value \$0.001 per share.

This Articles of Amendment to the Articles of Incorporation was adopted by the shareholders and Directors on the 24th day of April 2000.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation this 24th day of April 2000.

By: 
Alpha Joseph Keyser, President

By: 
Victoria M. Keyser, Secretary