Division of Corporations

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Florida Department of State
Division of Corporations
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    Division of Corporations
    Fax Number      : (850)922-4000
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From:
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    Account Name    : FILINGS, INC.
    Account Number  : 072720000101
    Phone           : (850)385-6735
    Fax Number      : (800)881-6761
```

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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DIVISION OF CORPORATIONS

BASIC AMENDMENT

BIOFILTRATION SYSTEMS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	$35.00

Amendment (handwritten)
8-9-00 (handwritten)
DC (handwritten)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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 7th day of August 2000, as follows:

ITEM 1

I.   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 $0.00001 per share.

This Articles of Amendment to the Articles of Incorporation was adopted by the shareholders and Directors on the 7th day of August 2000.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation this 7th day of August 2000.

By: _____

Alpha Joseph Keyser, President

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