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FILED
APR 24 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MICHAEL J. APPLETON
MICHAEL L. MARLOWE
WILLIAM P. WEATHERFORD, JR.
GARY S. SALZMAN

PLEASE REPLY TO:
POST OFFICE DRAWER 2366
WINTER PARK, FLORIDA 32790-2366
FACSIMILE (407) 740-0310

SUZANNE BARKETT
Of Counsel

April 22, 1998

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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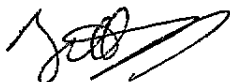
Re: Articles of Amendment to the Articles of Incorporation of Bio-Waste Industries, Inc.

Gentlemen:

Enclosed is an original and one copy of the Articles of Amendment to the Articles of Incorporation of Bio-Waste Industries, Inc., together with a check for \$87.50 to cover the filing fee.

Once the Articles of Amendment to the Articles of Incorporation have been filed, please return the certified copy to this office.

Sincerely yours,



William P. Weatherford, Jr.

WPWjr/dd
Enclosures

cc: Joseph D. Doremus

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VS APR 29 1998

N/c

ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION
OF BIO-WASTE INDUSTRIES, INC.

FILED
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Pursuant to the provisions of Section 607.1006, of the
Florida Statutes, the undersigned Florida corporation hereby adopts
the following Articles of Amendment to its Articles of Incorpora-
tion:

Article I - Name

The name of the corporation is BIO-WASTE INDUSTRIES, INC.
(hereinafter referred to as the "Corporation").

Article II - Adoption and Text of Amendments

All of the directors of the Corporation approved a
resolution amending Article 1 of the Articles of Incorporation by
written consent dated April 9, 1998 in accordance with the
provisions of Section 607.0821 of the Florida Statutes, and all of
the shareholders of the Corporation approved the resolution
amending Article 1 of the Articles of Incorporation by written
consent dated April 9, 1998, in accordance with the provisions of
Section 607.0704 of the Florida Statutes. The following is a true
and correct copy of the resolution amending Article 1 of the
Articles of Incorporation:

RESOLVED, that Article 1 of the Articles of
Incorporation of the Corporation be amended in
its entirety to read as follows:

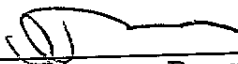
"ARTICLE 1 - Name. The name of this Corpora-
tion shall be BIO-WASTE INDUSTRIES OF CENTRAL
FLORIDA, INC."

Article III - Effective Date of Amendment

The effective date of the amendment to the Articles of
Incorporation of the Corporation set forth herein will be as of the
date of filing the Articles of Amendment to the Articles of
Incorporation with the Secretary of State of the State of Florida.

Dated April 9, 1998.

BIO-WASTE INDUSTRIES, INC.

By: 
officer, President
Joseph Doremus