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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 30, 2001

ORDER TIME : 3:07 PM

ORDER NO. : 098737-015

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CUSTOMER NO: 4331109

CUSTOMER: Mr. Steve Hannan
Florida Crystals Corporation
Suite 316
340 Royal Poinciana Way
Palm Beach, FL 33480

DOMESTIC AMENDMENT FILING

NAME: BAY POWER HOLDINGS, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Darlene Ward -- EXT# 1135

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Q. COULLETTE MAR 30 2001

BAY POWER HOLDINGS, INC.

Articles of Amendment to Articles of Incorporation

Article I

The name of the corporation is Bay Power Holdings, Inc. (the "Corporation").

Article II

The Articles of Incorporation of the Corporation are hereby amended by adding the following paragraph at the end of Article IV:

"The Corporation does not have the power to issue any nonvoting stock."

Article III

This amendment to the Articles of Incorporation was duly adopted pursuant to Section 607.1003 of the Florida Business Corporation Act by the holder of all the issued and outstanding shares of the Common Stock of the Corporation and the unanimous consent of the Board of Directors as of March 30, 2001.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to Articles of Incorporation to be executed as of this 30th day of March 2001.

Bay Power Holdings, Inc.

By: 

Erik J. Blomqvist, Vice President
and Director

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