

1. **MAZARUS CORP. INC.**

Requestor's Name

890 S.W. 87 AVENUE, SUITE: 16

Address

MIAMI, FLORIDA 33174 (305) 552-5973

City/State/Zip

Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

1 000002137911--9

-04/09/97-01072-014

*****35.00 *****35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. **UPSCALE TECHNOLOGIES, INC.**

(Corporation Name)

(Document #)

2. _____

(Corporation Name)

(Document #)

3. _____

(Corporation Name)

(Document #)

4. _____

(Corporation Name)

(Document #)

1 APR 9 PM 12:29
STATE OF FLORIDA
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA
SECRETARY OF STATE
RECEIVED

Walk in

Pick up time 2:00

Certified Copy

Mail out

Will wait

Photocopy

Certificate of Status

NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 9, 1997

LAZARUS CORPORATE INDUSTRIES

MIAMI, FL

Ref. Number: PP3000069730

We have received your document for and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

THE DATE OF ADOPTION AND THE DATE OF EXECUTION MUST BE A COMPLETE DATE- MONTH, DAY, & YEAR, NOT SIMPLY, MARCH, 1997.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 697A00017839

97 APR 10 AM 02:55
DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE

**ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF
UPSCALE TECHNOLOGIES, INC.**

The following provision of the Articles of Incorporation of UPSCALE TECHNOLOGIES, INC., a Florida Corporation ("Corporation"), filed with the Department of State on September 30, 1993, Charter No. P93000069730, be, and it is hereby, amended as shown below:

Article I of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

ARTICLE I - NAME

The name of this Corporation is: UPSCALE WATER TECHNOLOGIES, INC.

Article III of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

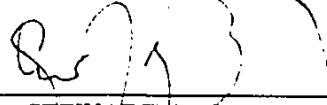
ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue 5,000,000 shares of \$.001 of par value of common stock.

The foregoing amendment was adopted by a Joint Corporate Action by the Directors and the Shareholders a majority of the voting stock of this Corporation, effective as of March 27, 1997

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has adopted and executed these Articles of Amendment as of March, 27, 1997

UPSCALE WATER TECHNOLOGIES, INC.

BY: 

STEWART G. GREENBERG, President

97 APR - 29 PM 12:29
SECRETARY OF STATE
ALABAMA
FILED