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December 16, 1997

341 N. MAITLAND AVENUE
SUITE 340
MAITLAND, FLORIDA 32751

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

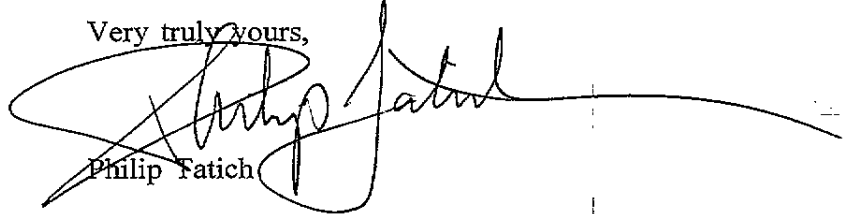
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Re: U.S. LAWNS OF ST. PETERSBURG, INC.

Gentlemen:

Enclosed are the original Articles of Amendment to Articles of Incorporation being filed on behalf of the referenced corporation, together with our trust account check in the amount of \$87.50 to cover the filing fee (\$35.00) and the cost of a certified copy (\$52.50). Upon filing, please return the certified copy to the undersigned.

Very truly yours,


Philip Tatich

PT:at

Enclosures

cc: Todd Moerchen

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APPROVED
AND
FILED
97 DEC 18 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION**

Pursuant to the provisions of Section 607.1001 of the Florida Statutes, *U.S. LAWNS OF ST. PETERSBURG, INC.*, a Florida corporation, hereby adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE I - ADOPTION AND TEXT OF AMENDMENT

All of the directors of the Corporation approved a resolution amending Article I of the Articles of Incorporation by written consent dated the 4th day of November, 1997, 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 I of the Articles of Incorporation by written consent dated the 4th day of November, 1997, 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 III of the Articles of Incorporation:

RESOLVED, that Article I of the Articles of Incorporation of the Corporation be amended to read as follows:

**ARTICLE I
NAME AND PRINCIPAL OFFICE**

The name of the corporation shall be **EER, INC.** and principal office shall be located at 4927 Oxford Road, North, St. Petersburg, Florida 33710.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

ARTICLE II - 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.

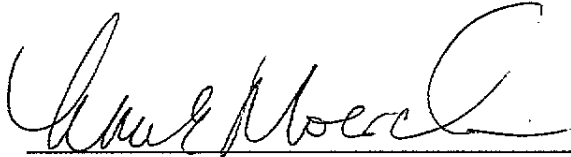
DATED as of the 4th day of November, 1997.

**U.S. LAWNS OF ST. PETERSBURG,
INC.**

By: 
Eric A. Morrison, President

**STATE OF FLORIDA
COUNTY OF PINELLAS**

The foregoing *Articles of Amendment* was acknowledged before me this 28th day of November, 1997, by **ERIC A. MORRISON**, as President of **U.S. LAWNS OF ST. PETERSBURG, INC.**, Florida corporation, who is personally known to me.



Notary Public, State of Florida

Name: _____

My Commission Expires _____



ANNE MOERSCH
My Commission CC427331
Expires Dec 18 1998
Bonded by HAI
800 422 1555

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CLERK OF STATE
FLORIDA

APPROVED
AND
FILED