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BASIC AMENDMENT

AEROGAS, INC.

Certificate of Status	1
Certified Copy	0
Page Count	02
Estimated Charge	\$43.75

Amendment

03/08/02

3/7/02

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**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF AEROGAS, INC.**

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Pursuant to the provisions of the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, all of the persons who are members of the Board of Directors and who are holders of shares of voting Common Stock of AEROGAS, INC. (the "Corporation") have taken action which requires the following amendment to the Articles of Incorporation of the Corporation:

Article III of the Articles of Incorporation is amended to read as follows:

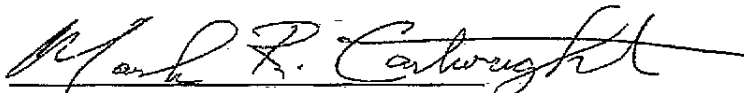
ARTICLE III. SHARES

The total number of shares of Common Stock which the Corporation shall have authority to issue is one thousand (1000) shares of Common Stock, having a par value of \$1.00 per share.

All shares of non-voting Common Stock which were previously issued and outstanding are hereby converted to shares of such Common Stock, share for share and thereby are entitled to vote.

The written action by all of the persons who are the members of the Board of Directors and who are the holders shares of voting Common Stock of the Corporation which permits this amendment of Article III of the Articles of Incorporation of the Corporation was signed by such persons on December 5, 2001.

Signed by the undersigned on March 7, 2002


MARK R. CARTWRIGHT, President