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BASIC AMENDMENT

SOUTH SUN ENERGY CONSERVATIONS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
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**C-E-R-T-I-F-I-C-A-T-E
OF
AMENDMENT AND RESTATEMENT**

FOR

SOUTH SUN ENERGY CONSERVATIONS, INC.

South Sun Energy Conservations, Inc., acting pursuant to Florida Statutes Sections 607.1006 and 607.1007, has amended and restated its Articles of Incorporation and hereby provides the following information as required by those statutes:

THE RESTATEMENT INCLUDES AMENDMENTS TO THE ARTICLES OF INCORPORATION REQUIRING SHAREHOLDER APPROVAL. BELOW IS THE INFORMATION REQUIRED BY FLORIDA STATUTE SECTION 607.1006:

FIRST: The Articles of Incorporation of South Sun Conservations, Inc. are amended as follows:

Article III **CAPTIAL STOCK** is hereby amended to read as follows:

ARTICLE IV - CAPTIAL STOCK

This corporation is authorized to issue one hundred thousand (100,000) shares of common stock with a par value of \$.001 per share.

A new Article X, which reads as follows, is added to the Articles of Incorporation:

"ARTICLE X INDEMNIFICATION

The Board of Directors may indemnify the directors, officers, employees and agents of this Corporation to the fullest extent permitted by law."

Article V dealing with pre-emptive rights and cumulative voting is deleted in its entirety and the remaining articles are renumbered accordingly.

SECOND: The amendment provides for a reclassification of issued shares in that it provides for a decrease in the par value of the common shares.

THIRD: The amendments were adopted on August 21, 2001.

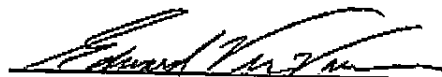
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FOURTH: The amendments were approved by the written consent of the shareholders acting pursuant to Florida Statutes Section 607.1003(6). The number of votes cast for the amendment was sufficient for approval.

Dated this 21st day of August, 2001



Edward VerVane, president and
Director

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RESTATED ARTICLES OF INCORPORATION WITH AMENDMENTS
OF
SOUTH SUN ENERGY CONSERVATIONS, INC.

ARTICLE I - NAME

The name of this corporation is SOUTH SUN ENERGY CONSERVATIONS, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on the 1st day of July, 1994.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred thousand (100,000) shares of common stock with a par value of \$.001 per share.

ARTICLE V - PRINCIPAL OFFICE AND AGENT

The street address of the principal office of this corporation is 6223 McIntosh Road South, Sarasota, Florida 34238 and the name of the registered agent of this corporation at that address is Edward VerVane.

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall initially have one director. The number of directors may be increased or diminished from time to time as provided in the By-Laws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

Edward Ver Vane
6223 McIntosh Road
Sarasota, Florida 34238

ARTICLE VII - INCORPORATORS

The names and addresses of the original incorporators are:

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Edward Vervane
6223 McIntosh Road South
Sarasota, Florida 34238

Brian Welsh
6223 McIntosh Road South
Sarasota, Florida 34238

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders; however, any By-Laws adopted by the shareholders, with specific provision providing that such By-Laws shall not be altered, amended or repealed by the Board of Directors, shall be effective to prevent such By-Laws being amended, altered or repealed by said Board of Directors.

ARTICLE IX - AMENDMENTS

This corporation reserves the right from time to time to amend, alter, repeal, or to add any provision to its Articles of Incorporation in any manner now or hereafter preserved by the provisions of Chapter 607 of Florida Statutes or any amendment thereto or by the provisions of any other applicable statute of the State of Florida; and all rights conferred upon stockholders by these Articles of Incorporation, or any amendment hereto, are granted, subject to this reservation.

ARTICLE X INDEMNIFICATION

The Board of Directors may indemnify the directors, officers, employees and agents of this Corporation to the fullest extent permitted by law."

IN WITNESS WHEREOF, the undersigned president of the Corporation, has executed these Articles of Incorporation this 21 day of Aug, 2001.


EDWARD VERVANE, President

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