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o Also admitted in Michigan
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December 16, 1998

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

VIA FEDERAL EXPRESS

200002715892--0
-12/18/98--01056--001
2143.75 **43.75

RE: Ecological Services Group (USA), Inc. a Florida Corporation
Ecological Services, Inc., a Florida Corporation

Ladies:

Enclosed you will find an original and one (1) copy of each of the following:

1. Application for Reinstatement of Ecological Services Group (USA), Inc.;
2. Application for Reinstatement of Ecological Services, Inc.;
3. Amendment of Articles of Incorporation of Ecological Services, Inc. (to be known as ESG International (USA), Inc.)

Please note the signature of the authorized Officers of the respective Corporations is attached to the separate Applications for Reinstatement.

Also enclosed is our law firm's trust account check made payable to the order of the Florida Secretary of State in the amount of \$2,143.75 and a separate check in the amount of \$17.50 for a total of \$2,161.25 representing the following fees:

1.	Reinstatement fee for Ecological Services Group	\$1050.00
2.	Reinstatement fee for Ecological Services	1050.00
3.	Certificate of Status for Ecological Services Group	8.75
4.	Certificate of Status for Ecological Services	8.75
5.	Amendment to Articles of Incorporation	35.00
6.	Certified copy of Amendment to Articles	<u>8.75</u>
		\$2,161.25

N/C
12-31-98
DMS

FILED
98 DEC 18 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

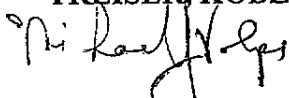
Kindly return to my attention a certified copy of said Articles of Amendment and a Certificate of Status for Ecological Services Group (USA), Inc. and Ecological Services, Inc..

If you have any questions regarding this matter, please feel free to contact me. Thank you for your assistance and cooperation.

Your prompt attention to this matter is appreciated.

Very truly yours,

TREISER, KOBZA & VOLPE, Chtd.

A handwritten signature in black ink, appearing to read "Michael J. Volpe". The signature is written in a cursive style with a large initial "M".

Michael J. Volpe

MJV:mjw
enclosures

AMENDMENT OF
ARTICLES OF INCORPORATION OF
ECOLOGICAL SERVICES, INC. 98 DEC 18 PM 3:25
(TO BE KNOWN AS ESG INTERNATIONAL (USA), INC.)
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006 of the Florida Statutes and Paragraph 15 of the Articles of Incorporation of **ECOLOGICAL SERVICES, INC.**, which Articles were accepted for filing by the Florida Secretary of State on November 22, 1994, the undersigned, as President of said Corporation, hereby amends the Articles of Incorporation therefor as follows:

I. Paragraph 1 is hereby deleted in its entirety and the following new paragraph 1 is substituted in its place and stead:

"1. Name:

The name of the Corporation is "ESG INTERNATIONAL (USA), INC."

IN WITNESS WHEREOF, the undersigned President has executed this Amendment of Articles of Incorporation this 10th day of NOVEMBER, 1998. This Amendment was approved by the Shareholders and the number of votes cast was sufficient for such approval.

By: Christopher Wren
(Signature)
CHRISTOPHER WREN, President
(Typed or printed name)

COUNTRY OF CANADA
PROVINCE OF ONTARIO

The foregoing instrument was acknowledged before me this 10th day of NOVEMBER 1998, by CHRISTOPHER WREN, as President of **ECOLOGICAL SERVICES, INC., now known as ESG INTERNATIONAL (USA), INC.** who (is personally known to me) (has produced a driver's license/picture identification) and did/did not take an oath.

My Commission Expires:

*continues for so long
as I remain a
solicitor in good
standing*

David Woolcott
NOTARY PUBLIC (SEAL)
DAVID WOOLCOTT
Typed or printed name