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LAW OFFICES

**GREGORY A. MARTIN
& ASSOCIATES, P.A.**

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NEW WORLD TOWER
100 NORTH BISCAYNE BOULEVARD
SUITE 601
MIAMI, FLORIDA 33132
TELEPHONE (305) 373-4644
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July 21, 1997

Via Federal Express
Florida Department of State
Division of Corporations
Amendments
409 East Gains Street
Tallahassee, Florida 32399

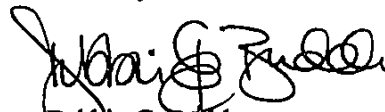
FILED
97 JUL 29 AM 8:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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-07/22/97--01120--007
*****87.35 *****87.35

RE: NEWCO IRRIGATION, INC.

I am enclosing for filing, a check in the amount of \$87.35 for the Articles of Amendment to Articles of Incorporation changing the corporate name of DD Bros Trading Company to the above referenced name.

Sincerely,


Debbie G. Budde
Secretary

Enc.

Amend. & N/C

VS AUG 4 1997

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July 28, 1997

Secretary of State
Division of Incorporation
Attn: Velma Shepard
409 E. Gains Street
Tallahassee, Florida 32399

Re: Articles of Amendment to Articles of Incorporation of DD BROS Trading Company

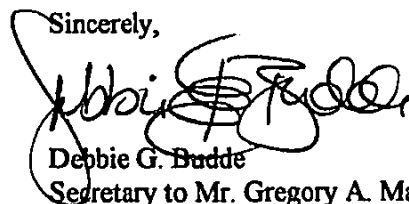
Dear Ms. Shepard:

As per our telephone conversation, please find the following:

1. A check in the amount of \$52.50. This reflects the for resignation of the registered agent for South Coast Irrigation.
2. An original of the Articles of Amendment to Articles of Incorporation of DD Bros Trading Company to Newco Irrigation, Inc.

Thank you for your patients and assistance in this matter. Please call me if further information is needed.

Sincerely,



Debbie G. Budde
Secretary to Mr. Gregory A. Martin

Rec'd 7/29

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
DD BROS TRADING COMPANY**

FILED
97 JUL 29 AM 8:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 60.1006, Florida Statutes, this Florida profit corporation adopts the *following articles of amendment in its articles of incorporation*

- FIRST: The name of the corporation shall be changed to NEWCO IRRIGATION, INC.
- SECOND: The date of this amendment's adoption: July 28, 1997.
- THIRD: The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- FOURTH: This amendment shall be effective upon the filing of these Articles of Amendment to the Articles of Incorporation with the Secretary of State of Florida.
- FIFTH: The name of the corporation is Newco Irrigation, Inc.
- SIXTH: The names of the first directors/officers of the corporation is Guillermo Diehl as President/Director/Secretary and Gregory A. Martin as Director/Treasurer.
- SEVENTH: The Articles of Incorporation of this Corporation are amended by changing the Article number "8" so that, as amended, said Article shall read as follows:

ARTICLE VIII. The names and addresses of the directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified, shall be:

Michael Mitchell	Director/President
Gregory A. Martin	Treasurer

- EIGHTH: The Amendment to the Articles of Incorporation of the Corporation set forth above was adopted on the 28th day of July, 1997.
- NINTH: Prior to the issuance of shares, the amendment was adopted by the incorporator and shareholder action was not required.

Signed, this 28th day of July, 1997.

Signature

A handwritten signature in cursive script, appearing to read "M. Mitchell", written over a horizontal line.

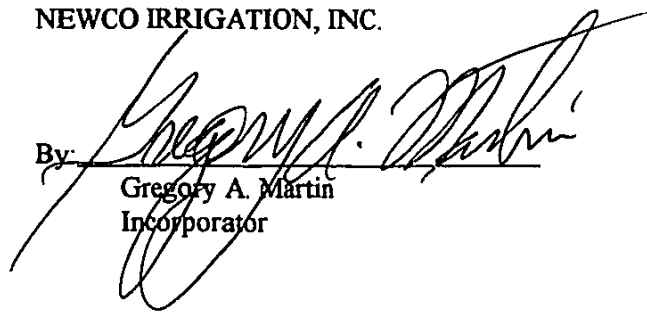
(By a director if adopted by the director)

MICHAEL MITCHELL

Shareholder, Director, President, General Counsel

NEWCO IRRIGATION, INC.

By

A handwritten signature in cursive script, appearing to read "Gregory A. Martin", written over a horizontal line.

Gregory A. Martin
Incorporator