P95000051397

CSC THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 489157 152334A

AUTHORIZATION : Patricia Piggott

COST LIMIT : $ 35.00

ORDER DATE : August 7, 1997

ORDER TIME : 11:12 AM

ORDER NO. : 489157-005

CUSTOMER NO: 152334A

900002260989--6

CUSTOMER: Robert M. Wolf, Esq
Robert M. Wolf, P.a.
Suite 102
33 Se 4th Street
Boca Raton, FL 33432

DOMESTIC AMENDMENT FILING

FILED
97 AUG -7 PM 3:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

NAME: WATER CONSERVATION
SPECIALISTS, INC.

EFFICTIVE DATE:

XX ARTICLES OF AMENDMENT
____ RESTATED ARTICLES OF INCORPORATION

RECEIVED
97 AUG -7 PM 2:39
DIVISION OF CORPORATIONS

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

8/7 Amend

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
WATER CONSERVATION SPECIALISTS, INC.

Pursuant to Section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendment to it's Articles of Incorporation:

FIRST: Article III of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

"3. The aggregate number of shares which the corporation shall have authority to issue is: Two Hundred Thousand (200,000) shares of common stock, $0.001 par value, consisting of Class A Common and Class B Common shares as follows:

Class A Common: Forty Thousand (40,000) shares, $0.001 par value, voting.

Class B Common: One Hundred Sixty Thousand (160,000) shares, $0.001 par value, nonvoting.

The Class A and Class B stock shall have the same designations, preferences, limitation and rights, excluding voting rights, specifically including all redemption rights and rights to dividends and liquidation distributions, without regard to Class or voting right. All property and stock distributions, whether by dividend or liquidation, shall be distributed between the two classes of stock proportionate to the number of then outstanding shares of each Class. The two classes of Common Stock shall differ only with respect to voting rights.

SECOND: The corporation is presently authorized to issue Ten Thousand (10,000) shares of common stock, par value $0.01, of which Three Hundred (300) shares are presently issued and outstanding. Subsequent to the filing of these Articles of Amendment, the corporation will recapitalize its outstanding shares by issuing Twelve Thousand (12,000) shares of the newly authorized Class A Common stock and Sixty Thousand (60,000) shares of the newly authorized Class B Common Non Voting stock for its presently outstanding common stock.

THIRD: The date of the adoption of this Amendment was August, 1st, 1997.

FOURTH: The foregoing Amendment was approved by the shareholders. The number of votes cast for the Amendment was sufficient for approval.

Signed this 5th day of August, 1997.

By: Stephen Leon
Its: President