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May 2, 2000

VIA FEDERAL EXPRESS

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*****43.75 *****43.75

Division of Corporations
State of Florida
409 E. Gaines St.
Tallahassee, FL 32399

Re: Natural Resource Protection Corporation

Dear Sir or Ms.:

Please find enclosed Articles of Amendment of Natural Resource Protection Corporation and our client's check in the sum of \$43.75 representing the requisite filing fee and return of a certified copy of the subject Articles of Amendment. If you have any questions or need additional information, please give me a call. Thank you.

Very truly yours,

*Amend
5-16-00
PMS*

Matthew E. Morrall
Matthew E. Morrall

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAY -3 PM 3:35

FILED

/lmec
Enclosure(s)

cc: Frank Hughes, without enclosures
nrpc\nrpc\secretary of state.2

**ARTICLES OF AMENDMENT
OF
NATURAL RESOURCE PROTECTION CORPORATION**

FILED
00 MAY -3 PM 3:35
CLERK OF STATE
TALLAHASSEE, FLORIDA

NATURAL RESOURCE PROTECTION CORPORATION, a Florida corporation (the "Company"), by and through William S. Ellis, its President, and Frank Hughes, its Secretary, does hereby certify that:

1. By an Action by Directors Without a Meeting dated January 15, 2000, the Company's Board of Directors adopted a resolution (a) proposing to amend Article III. of the Company's Articles of Incorporation to change the language "The Capital Stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: [Ten Million (10,000,000) shares one (\$.01) cent par value Common Stock]," and (b) directing that the proposed amendment be submitted to a vote of the Company's Shareholders for approval; and

2. By an Action by Shareholders Without a Meeting dated January 15, 2000, the Company's shareholders affirmatively voted to adopt the proposed amendment to Article III., so that Article III., of the Company's Articles of Incorporation, in lieu of their present language, shall read as follows:


The Capital Stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: [Ten Million (10,000,000) shares one (\$.01) cent par value Common Stock].

IN WITNESS WHEREOF, the Company has caused these Articles of Amendment to be executed in its name, and its corporate seal to be hereunto affixed, by its proper officers thereunto duly authorized, this 1st day of May, 2000.

By: 
William S. Ellis, President

ATTEST:

[SEAL]

By: 
Frank Hughes, Secretary

STATE OF FLORIDA

SS.

COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared William S. Ellis and Frank Hughes as President and Secretary, respectively, of Natural Resource Protection Corporation, who are each personally known to me or who have each produced _____ and _____ respectively, as identification and who each, first being duly sworn on oath, acknowledged before me that they each executed the above and foregoing instrument on behalf of the Corporation for the intent and purposes therein expressed.

WITNESS MY HAND AND OFFICIAL SEAL in the County and State last aforesaid,
on May 1, 2000

Matthew E. Morall
Notary Public, State of Florida at Large
Printed Name of Notary: _____
Commission No.: _____
My Commission Expires: _____

nrpc\articles of amendment.1

