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PRO DISPOSAL, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Articles of Amendment  
to  
Articles of Incorporation  
of

PRO DISPOSAL, INC.

(Name of corporation as currently filed with the Florida Dept. of State)

P96000025614

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

N / A

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")  
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: (BE SPECIFIC)

1. Section IV - Rights of First Refusal on Transfer of Shares is deleted in its entirety.
2. Section IX - Management of The Corporations is deleted and replaced with the following:

The Corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by the By-Laws adopted by the shareholders, but shall never be less than one. The initial Board of Directors shall consist of the following:

Charles A. Wilcox - 5002 T-Rex Ave., Suite 200, Boca Raton, Florida 33431  
Ivan R. Cairns - 1122 International Blvd., Suite 601, Burlington ON L7L 6Z8

New Officers: Charles A. Wilcox - President  
5002 T-Rex Ave., Suite 200, Boca Raton, Florida 33431

SEE NEXT PAGE

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

N / A

(continued)

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**AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE)** Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

**New Officers continued:**

Ivan R. Cairns - Vice President & Secretary  
1122 International Blvd., Suite 601, Burlington ON L7L 6Z8

Shawn McCash - Vice President & Environmental  
5002 T-Rex Avenue, Suite 200, Boca Raton, Florida 33431

Brian A. Goebel - Assistant Secretary  
5002 T-Rex Avenue, Suite 200, Boca Raton, Florida 33431

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

N / A

(continued)

The date of each amendment(s) adoption: DECEMBER 29, 2006

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*
- "The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_"  
(voting group)
- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signature Ivan R Cairns  
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

IVAN R. CAIRNS  
(Typed or printed name of person signing)

VICE PRESIDENT AND SECRETARY  
(Title of person signing)

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