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LAW OFFICES
R. ALAN HALE, P.A.
LITIGATION BUILDING — THIRD FLOOR
633 SOUTH ANDREWS AVENUE
FORT LAUDERDALE, FLORIDA 33301-2843
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17 June 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

200002216052--5
-06/18/97--01085--001
*****87.50 *****87.50

Re: GLOBAL TIRE RECYCLING OF SUMTER COUNTY, INC.

Dear Sir or Madam:

We enclose herewith the original and one (1) copy of Articles of Amendment regarding the above corporation.

Please file the original and return a certified copy to this Office.

We enclose our check in the sum of \$87.50 for the following:

Filing Fee -----\$ 35.00
Certified Copy -----52.50

Thank you for your cooperation in this matter.

Very truly yours,

R. Alan Hale

R. Alan Hale, Esquire

RAH:jal
Enclosure

JUN 20

FILED
97 JUN 18 PM 2:55
TALLAHASSEE, FLORIDA
STATE

amend

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
GLOBAL TIRE RECYCLING OF SUMTER COUNTY, INC.**

FILED

97 JUN 18 PM 2:55

STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

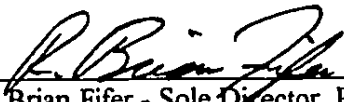
FIRST: The provisions of ARTICLE FOUR of the Articles of Incorporation of Global Tire Recycling of Sumter County, Inc., be and is hereby amended to provide as follows:

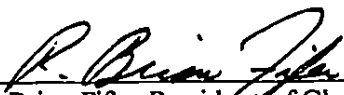
The aggregate number of shares which the corporation is authorized to issue is 150,000 shares of common stock, with a par value of \$0.001 per share.

SECOND: The date of the adoption of the foregoing amendment to the Articles of Incorporation is the 1st day of June, 1997.

THIRD: The foregoing amendment was approved by the unanimous action of all shareholders of the corporation and was adopted by unanimous action of all members of the corporation's Board of Directors.

DATED this 1st day of June, 1997.


R. Brian Fifer - Sole Director, President
and Secretary


R. Brian Fifer, President of Global Tire
Recycling, Inc., a Delaware corporation,
Sole Shareholder.