

05/05/1998 13:04

561555583

UMF

PAGE 01

P97000051899

5/05/98  
1:25 PM

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

((H98000008501 2))

TO: DIVISION OF CORPORATIONS  
(850)922-4000

FAX #:

FROM: RAPPEL & ASSOCIATES, P.A.  
076043001611  
CONTACT: ROBERT RAPPEL  
PHONE: (561)978-0007  
(561)569-9303

ACCT#:

FAX #:

NAME: ENVIRONMENTALLY CORRECT PROJECTS, INC.

AUDIT NUMBER.....H98000008501

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$96.25

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

RECEIVED

98 MAY -6 PM 1:21

DIVISION OF CORPORATIONS

FILED

98 MAY -6 PM 2:41

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amendment*  
*5/6/98*

*DC*

**FAXED**

*5.5.98 6:13 1:40pm*

05/05/1998 13:42

5615699303

UMR

PAGE 01

5/05/98  
1:25 PM

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

((H98000008501 2)))

TO: DIVISION OF CORPORATIONS  
(850) 922-4000

FAX #:

FROM: RAPPEL & ASSOCIATES, P.A.  
076043001611

ACCT#:

CONTACT: ROBERT RAPPEL

PHONE: (561) 978-0007

FAX #:

(561) 569-9303

NAME: ENVIRONMENTALLY CORRECT PROJECTS, INC.

AUDIT NUMBER.....H98000008501

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$96.25

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

FLORIDA DIVISION OF CORPORATIONS

98 MAY -5 PM 1:54

RECEIVED

05/05/1998 16:54 5615699303

UMR

PAGE 02

5/05/98  
1:25 PM

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

((H98000008501 2))

TO: DIVISION OF CORPORATIONS  
(850)922-4000

FAX #:

FROM: RAPPEL & ASSOCIATES, P.A.  
076043001611

ACCT#:

CONTACT: ROBERT RAPPEL

PHONE: (561)978-0007

FAX #:

(561)569-9303

NAME: ENVIRONMENTALLY CORRECT PROJECTS, INC.

AUDIT NUMBER.....H98000008501

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$96.25

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

**FAXED**  
5.5.98 6B 1:40pm



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 5, 1998

ENVIRONMENTALLY CORRECT PROJECTS, INC.  
3770 7 TERRAE  
VERO BEACH, FL 32960

SUBJECT: ENVIRONMENTALLY CORRECT PROJECTS, INC.  
REF: P97000051899

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

The fax audit number on the bottom of Exhibit "A" is missing the "H".

The new registered agent and office must be listed in the amendment.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: H98000008501  
Letter Number: 998A00024709

RECEIVED  
MAY -6 AM 8:17  
DIVISION OF CORPORATIONS

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

Fax Audit # H980000085012

ARTICLES OF AMENDMENT TO THE  
CERTIFICATE OF ARTICLES OF INCORPORATION  
OF  
ENVIRONMENTALLY CORRECT PROJECTS, INC.

FILED  
98 MAY -6 PM 2:41  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

1. The following provisions of the Articles of Incorporation and Registered Agent of ENVIRONMENTALLY CORRECT PROJECTS, INC., a Florida corporation ("Corporation"), filed with the Secretary of State on June 11, 1997, Charter Number P97000051899, be, and they are hereby amended, pursuant to Florida Statutes, Section 607.

"The undersigned, as Secretary of ENVIRONMENTALLY CORRECT PROJECTS, INC., a Florida corporation, does hereby certify that the following amendments to the Articles of Incorporation of this corporation were duly adopted by unanimous written consent of the Stockholders and Directors as authorized by the Florida Business Corporation Act on the 4th day of May, 1998.

RESOLVED, that the Articles of Incorporation of ENVIRONMENTALLY CORRECT PROJECTS, INC. be amended by a Certificate of Amendment, prepared in accordance with the applicable statutes, and signed by the Secretary of this Corporation. Said Certificate of Amendment shall change the said Articles of Incorporation to read as follows:

1. **ARTICLE III.**, of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

The Corporation is authorized to issue two (2) classes of shares to be designated respectively common and preferred. The maximum number of shares of stock this Corporation is authorized to have outstanding at any time shall be 4,510,000 shares, as provided for below:

a. Common Stock.

- (i) The number of common shares authorized is three million ten thousand (3,010,000) and shall be divided as follows:

- (A) 10,000 shares, with a par value of \$1.00 per share, are to be of a class designated "Common Stock;"
- (B) 3,000,000 shares, with a par value of \$0.001 per share, are to be of a class designated "Class B Common."

- (ii) The holders of shares of Common Stock of the Corporation shall not be entitled, as a matter of right, to subscribe for or purchase any part of any new or additional issue of any stock or other securities of the Corporation.

- (iii) The holders of shares of Common Stock shall be entitled to one vote for each share of each stock held of record by said holder.

The Common Stock and Class B Common are hereinafter collectively referred to as the "Parent Common Stock."

Robert Rappel, D.O., J.D.  
2770 Indian River Blvd, Ste 313-315  
Vero beach, FL 32960  
561.978.0007 Fax 561.569.9303  
Florida Bar No.: 015156

Fax Audit #H980000085012

Fax Audit # H980000085012

b. Preferred Stock.

The number of preferred shares authorized is one million five hundred thousand (1,500,000), with a par value of \$1.00 per share, and are to be of a class designated "Preferred Stock."

The Preferred Stock may be issued from time to time in one or more series of any number of shares, provided that the aggregate number of shares issued and not cancelled of any and all such series shall not exceed the total number of shares of Preferred Stock hereinabove authorized, and with distinctive serial designations, all as shall hereafter be stated and expressed in the resolution or resolutions providing for the issue of such Preferred Stock from time to time adopted by the Board of Directors pursuant to authority so to do which is hereby vested in the Board of Directors. Each series of Preferred Stock (i) may have such voting powers, full or limited, or may be without voting powers; (ii) may be subject to redemption at such time or times and at such prices; (iii) may be entitled to receive dividends (which may be cumulative or noncumulative) at such rate or rates, on such conditions, and at such times, and payable in preference to, or in such relation to, the dividends payable on any other class or classes or series of stock; (iv) may have such rights upon the dissolution of, or upon any distribution of the assets of, the corporation; (v) may be convertible into, or exchangeable for, shares of any other class or classes or of any other series of the same or any other class or classes of stock of the corporation, at such price or prices or at such rates of exchange, and with such adjustments; (vi) may be entitled to the benefit of a sinking fund to be applied to the purchase or redemption of shares of such series in such amount or amounts; (vii) may be entitled to the benefit of conditions and restrictions upon the creation of indebtedness of the Corporation or any subsidiary, upon the issue of any additional stock (including additional shares of such series or of any other series) and upon the payment of dividends or the making of other distributions on, and the purchase, redemption or other acquisition by the Corporation or any subsidiary of any outstanding stock of the Corporation; and (viii) may have such other relative, participating, optional or other special rights, qualifications, limitations or restrictions thereof; all as shall be stated in said resolution or resolutions providing for the issue of such Preferred Stock. Shares of any series of Preferred Stock which have been redeemed (whether through the operation of a sinking fund or otherwise) or which, if convertible or exchangeable, have been converted into or exchanged for shares of stock of any other class or classes shall have the status of authorized and unissued shares of Preferred Stock of the same series and may be reissued as a part of the series of which they were originally a part or may be reclassified and reissued as part of a new series of Preferred Stock, all subject to the conditions and restrictions on issuance set forth in the resolution or resolutions adopted by the Board of Directors providing for the issue of any series of Preferred Stock."

2. **ARTICLE VII.** of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

1. The property, business and affairs of the Corporation shall be managed by a Board of Directors which shall consist of not less than four (4) directors. The Bylaws may provide for a method of determining the number of directors from time to time. The Board of Directors shall not be required to be shareholders of the Corporation.
2. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.
3. The Board of Directors shall consist of four (4) Directors. The names and post office addresses of the Directors of this Corporation who shall hold office until new successor(s) are elected and qualified as attached in Exhibit "A" of these Articles of Amendment to the Articles of Incorporation.

3. **ARTICLE VIII.** of the Articles of Incorporation of this Corporation is deleted in its entirety.

Robert Rappel, D.O., J.D.  
2770 Indian River Blvd, Ste 313-315  
Vero Beach, FL 32960  
561.978.0007 Fax 561.569.9303  
Florida Bar No.: 015156

Fax Audit # H980000085012

Fax Audit # H980000085012

4. **ARTICLE XII.**, of the Articles of Incorporation of this Corporation is amended to read as follows:

5. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, as arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article."

2. I, the undersigned do hereby acknowledge and accept substitution appointment as Registered Agent of ENVIRONMENTALLY CORRECT PROJECTS, INC.

Robert Rappel  
2770 Indian River Blvd, Ste 313-315  
Vero Beach, FL 32960

  
ROBERT RAPPEL

3. The foregoing Amendments were adopted by a Corporate Action by all the Directors and Shareholders of this Corporation, effective as of May 4, 1998."

IN WITNESS WHEREOF, the undersigned, being the Secretary of this Corporation, has executed these Articles of Amendment as of May 4, 1998.

ENVIRONMENTALLY CORRECT PROJECTS, INC.

By:   
TERRANCE G. PINTO, Secretary

Acknowledgment

STATE OF FLORIDA )

) SS:

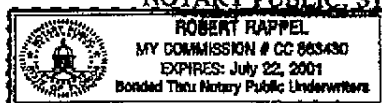
COUNTY OF INDIAN RIVER )

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of May, 1998, by Terrance G. Pinto, Secretary and Director of ENVIRONMENTALLY CORRECT PROJECTS, INC., a Florida corporation, on behalf of the corporation. He is personally known to me.

NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:

c:\ms0\w97\clients\ecp\artamd050498



Robert Rappel, D.O., J.D.  
2770 Indian River Blvd, Ste 313-315  
Vero Beach, FL 32960  
561.978.0007 Fax 561.569.9303  
Florida Bar No.: 015156

Fax Audit # H980000085012

Exhibit "A"

Mr. Michael Murphy  
4900 N. Newport Island Drive  
Vero Beach, FL 32967

Mr. Harold Asher  
1968 Sixty Oaks Lane  
Vero Beach, FL 32966

Mr. Terrance G. Pinto  
736 Kumkuat  
Vero Beach, FL 32963

Robert Rappel, D.O., J.D.  
1110 Bounty Boulevard  
Vero Beach, FL 32963-2553

c:\w95\mso\www\clients\topp\ccptartamdexhibitA

Robert Rappel, D.O., J.D.  
2770 Indian River Blvd, Ste 313-315  
Vero Beach, FL 32960  
561.978.0007 Fax 561.569.9303  
Florida Bar No.: 015156

Fax Audit #H980000085012