

797000051899

CORPORATE  
ACCESS,  
INC.

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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CERTIFIED COPY

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B.S.

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Amendment

1.) Environmentally Correct Projects, Inc.  
(CORPORATE NAME & DOCUMENT #)

2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

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10.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

Amend

See 9/11

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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RECEIVED  
98 SEP 11 AM 10:05  
DIVISION OF CORPORATION

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

FILED  
98 SEP 11 AM 11:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The following provisions of the Articles of Incorporation and Registered Agent of **ENVIRONMENTALLY CORRECTS 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 29th day of June, 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 101,510,000 shares, as provided for below:

a. Common Stock.

- (i) The number of common shares authorized is one hundred million ten thousand (100,010,000) 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 "Class A Common;"

(B) 100,000,000 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 Class A Common and Class B Common are hereinafter collectively referred to as the "Parent Common Stock."

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. The foregoing Amendments were adopted by a Corporate Action by all the Directors and Shareholders of this Corporation, effective as of September 8, 1998."

IN WITNESS WHEREOF, the undersigned, being the Secretary of this Corporation, has executed these Articles of Amendment as of September 8, 1998.

ENVIRONMENTALLY CORRECTS PROJECTS, INC.

By:

ROBERT RAPPEL, Secretary

**Acknowledgment**

**STATE OF FLORIDA                    )**

**) SS:**

**COUNTY OF INDIAN RIVER    )**

The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of September, 1998, by Robert Rappel, Secretary and Director of **ENVIRONMENTALLY CORRECTS PROJECTS, INC.**, a Florida corporation, on behalf of the corporation. He is personally known to me.



Diane G. Dzadony  
MY COMMISSION # CC749743 EXPIRES  
July 29, 2002  
BONDED THROUGH TROY FAIN INSURANCE, INC.

  
NOTARY PUBLIC, STATE OF FLORIDA