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COR AMND/RESTATE/CORRECT OR O/D RESIGN

EARTHWORKS OF MANATEE, INC.

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Amended
3-14-06

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF**

EARTHWORKS OF MANATEE, INC.

1. The following provisions of the Articles of Incorporation of EARTHWORKS MANATEE, INC., a Florida corporation, filed with the Florida Department of State on November 20, 1997, are amended in the following particulars:

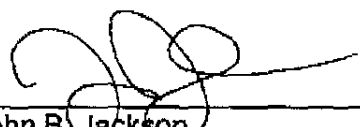
Article III is hereby deleted in its entirety and the following Article III inserted in lieu thereof:

"Article III - The shares of common stock of this Corporation shall consist of two classes, Class A (Voting) and Class B (Non-Voting). Except as provided in the Corporation's Shareholder Agreement or as required by the Florida Business Corporation Act, the owners of the Class B (Non-Voting) shares shall not take part in the control, management, direction or operation of the Corporation in any manner. The maximum number of Class A (Voting) shares of stock that this Corporation is authorized to have outstanding at any one time is 900 shares of common stock having a par value of \$1.00 per share. The maximum number of Class B (Non-Voting) shares of stock that this Corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share. All stock, when issued, shall be fully paid and non-assessable."

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2. The foregoing amendment was adopted by the sole shareholder and sole director of the corporation on January 31, 2006. The vote cast for the amendment by the sole shareholder is sufficient for approval.

DATED: January 31, 2006.



John B. Jackson,
Sole Shareholder, Sole
Director and President