

P98000022746

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April 13, 1998

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 15 AM 8:02

Re: AllChem Industries Water Treatment Group, Inc.
Effective Date: Date of Filing

Dear Sir or Madam:

Enclosed are the original and a photocopy of the Articles of Amendment to the Articles of Incorporation for AllChem Industries Water Treatment Group, Inc., which has been amended to provide pre-emptive rights to the shareholders and to restrict the issuance of additional shares. Please indicate your approval of the Articles of Amendment and return them to me.

My firm's check in the amount of \$35.00 is enclosed to cover the filing fee for the Articles of Amendment.

Very truly yours,



Charles D. Miner

CDM/tb
Enclosure
cc: Mr. Josh Feldstein
Mr. Jack Ryals

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-04/15/98--01036--003
*****35.00 *****35.00

Amend.
4-20-98
cc

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ALLCHEM INDUSTRIES WATER TREATMENT GROUP, INC.**

ALLCHEM INDUSTRIES WATER TREATMENT GROUP, INC., a corporation organized and existing under the laws of the State of Florida, under certificate number P98000022746 filed in the office of the Secretary of State on March 9, 1998, effective March 5, 1998, hereby certifies as follows:

1. By written action dated the 3 day of APRIL, 1998, the Board of Directors and Shareholders of the corporation unanimously adopted the following resolution:

RESOLVED, that the Articles of Incorporation of **ALLCHEM INDUSTRIES WATER TREATMENT GROUP, INC.** be amended to provide that its shareholders shall be afforded pre-emptive rights, and that a new Article X be added to the Articles of Incorporation to read in its entirety as follows:

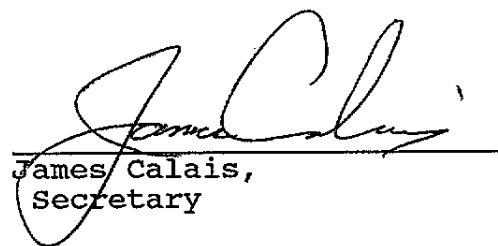
"ARTICLE X - PRE-EMPTIVE RIGHTS

The corporation shall not issue any additional shares (or securities convertible into shares) of any class, kind or series unless such issuance shall have first obtained the approval of shareholders representing at least eighty percent (80%) of all classes of stock in the corporation which are then outstanding. In the event any such shares should be approved by the shareholders and issued by the corporation, each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares such shareholder holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days after receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issuance of shares, and inviting such shareholder to exercise such shareholder's pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation."

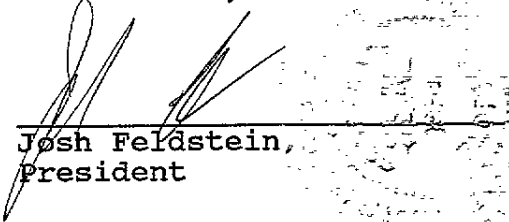
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2. These Articles of Amendment were approved by all of by the directors of the corporation and by shareholders representing 100% of the outstanding shares of common stock of the corporation.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles this 3rd day of April, 1998.

By: 
James Calais,
Secretary


ALLCHEM INDUSTRIES WATER
TREATMENT GROUP, INC.

By: 
Josh Feldstein,
President

STATE OF FLORIDA)
COUNTY OF ALACHUA)

BEFORE ME, the undersigned authority, personally appeared JOSH FELDSTEIN and JAMES CALAIS, known to me to be the President and Secretary, respectively, of ALLCHEM INDUSTRIES WATER TREATMENT GROUP, INC., and they acknowledged that they executed the foregoing Articles of Amendment for the uses and purposes therein expressed. JOSH FELDSTEIN and JAMES CALAIS are personally known to me or were identified by me as follows: personally known. They did not take an oath prior to executing this instrument.

WITNESS my hand and seal this 3rd day of April, 1998.


Notary Public
My Commission Expires

