

P98000023457
CAREY, O'MALLEY, WHITAKER & MANSON, P.A.

ATTORNEYS AT LAW

712 S. OREGON AVENUE
TAMPA, FLORIDA 33606

MICHAEL R. CAREY
DOUGLAS P. MANSON
RANDALL P. MUELLER
ANDREW M. O'MALLEY
JANE ELLEN VINCI
DANIEL D. WHITAKER

TELEPHONE: (813) 250-0577
FACSIMILE: (813) 250-9898
E-MAIL: cowmpa@aol.com

January 27, 2000

Corporate Records Bureau
The Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-01/31/00--01090--011
*****35.00 *****35.00

Re: Pondscapes, Inc.

To Whom it May Concern:

Enclosed are an original and one copy of Articles of Amendment to the Articles of Incorporation of Pondscapè, Inc. Please file the original Articles of Amendment and certify and return the copy to me.

Also enclosed is our firm check in the amount of \$35.00 to cover the filing fee for the Articles of Amendment.

If you have any questions regarding this matter, please do not hesitate to contact me.

Sincerely,

CAREY, O'MALLEY, WHITAKER & MANSON, P.A.

Nancy Barnes

Nancy R. Barnes, Paralegal

NRB/as
Enclosures

cc: Pondscapes, Inc.

FILED
00 JAN 31 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*ac 2/17
Amend*

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF PONDSCAPES, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

1. The name of the corporation is Pondscapes, Inc.
2. The following amendment of the Articles of Incorporation was adopted by all of the stockholders of the corporation in the manner prescribed by the Florida Business Corporation Act:

The Articles of Incorporation are amended by adding the following Article XIII.

ARTICLE XIII. PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights as follows:

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for a pro rata portion of :

(1) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment of the Articles of Incorporation or out of shares of stock of the corporation acquired by it after issuance and whether issued for cash, promissory notes, services, property, or other securities of the corporation; or

(2) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or which is attached or pertinent to any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

3. The date of the amendment's adoption: December 14, 1999.
4. The amendment was approved by the stockholders. The number of votes cast for the amendment was sufficient for approval.

Dated: December 14, 1999.

Pondscapes, Inc.

By: _____

Michael A. Jones, President

Attest: _____

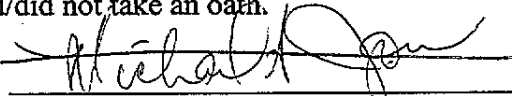
Lisa Alfonso, Secretary

FILED
00 JAN 31 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

The foregoing instrument was acknowledged before me this 14th day of December, 1999, by Michael A. Jones as President and Lisa Alfonso as Secretary of Pondscapes, Inc., a Florida corporation, on behalf of the corporation. They are personally known to me or have produced _____ as identification and did/did not take an oath.

*Nancy R.
Barnes,
Notary Public*



Name typed/printed: _____
Notary Public, State of Florida
Commission No. and Seal: CC 530597

