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JAMES D. O'DONNELL
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November 17, 1998

LEE MARINELLI *
OF COUNSEL
* ADMITTED IN WASHINGTON D.C.
VIRGINIA & TENNESSEE ONLY

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Secretary of State
Division of Corporations
The Capitol
Tallahassee, Florida 32301

Re: Articles of Amendment to Articles of Incorporation of Zellwin
Agricultural Technology, Inc.

Dear Sir/Madam:

Enclosed please find the following document for filing with your
office:

1. Articles of Amendment to Articles of Incorporation of
Zellwin Agricultural Technology, Inc.

Also enclosed is our check in the amount of \$35.00 (check # 7326)
for the filing fee.

If you have any questions or need any additional information,
please do not hesitate to contact our office.

Sincerely,


Renee D. Grosse

RDG/tlw

Enclosures
/as stated

cc: Glenn Rogers

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FILED
98 NOV 18 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TLA NOV 19 1998

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
ZELLWIN AGRICULTURAL TECHNOLOGY, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, the Articles of Incorporation of Zellwin Agricultural Technology, Inc. were approved and filed with the Corporation Division, Secretary of State's Office, on March 26, 1998, and Charter Number P98000028747 was duly assigned thereto.

W I T N E S S E T H:

1. Article II. of the Articles of Incorporation of Zellwin Agricultural Technology, Inc. is hereby amended to read as follows:

ARTICLE II.

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is: To engage in any business or activity permitted under the laws of the United States and of this state, which would qualify as reinvestment or replacement property pursuant to I.R.C. § 1033, including but not limited to the development, ownership and/or operation of agricultural properties and businesses such as algae farming and harvesting and the sale or production of products therefrom.

To the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage or otherwise to dispose of and deal in, and any personal or mixed property, and any franchises, rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise to dispose of, and to invest in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description, now or hereafter permitted by law.

To conduct business in, have one or more offices in and buy, hold, mortgage, sell, convey, lease, or otherwise to dispose of real and personal property, including franchises, patents, copy rights, trademarks and licenses, in the State of Florida, and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

To exercise all the powers now granted in this type of corporation under Florida law, and all powers subsequently authorized or granted by law to provide corporations.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

2. The foregoing Amendment was adopted by the shareholders of this Corporation on March 27, 1998, to be effective upon filing of this Amendment.

Kenneth F. Ingerson
President

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