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May 20, 1999

PLEASE REPLY TO:

FILE NO.:

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

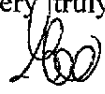
Re: POWER PRO LABS, INC.

Dear Sir/Madam:

Enclosed are the original and one copy of Articles of Amendment to Power Pro Labs, Inc. changing its name to Power Pro Energy, Inc., a copy of the Corporate Action, and our check in the amount of \$43.75, which represents the filing fee and cost for one certified copy.

Please file the Articles of Amendment and return the certified copy to the undersigned in the envelope provided. If you have any questions, or need any additional information, please call me or my Certified Legal Assistant, Jane Hill Quinn at extension 274.

Very truly yours,



GENE K. GLASSER  
JHQ/

Enclosures - Original Articles of Amendment & copy of Corporate Action & check & envelope  
c: Mr. Lowell Kaye

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**ARTICLES OF AMENDMENT TO  
POWER PRO LABS, INC.**

**CHANGE OF NAME TO  
POWER PRO ENERGY, INC.**

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

1. The Articles of Incorporation are hereby amended as follows:

**ARTICLE I**

**NAME OF CORPORATION**

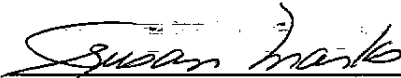
The name of the corporation shall be:

**POWER PRO ENERGY, INC.**

2. This Amendment was adopted on May 2<sup>nd</sup>, 1999.

3. The Amendment was adopted at a meeting of the Board of Directors by a majority vote of the directors to amend the Articles of Incorporation, as set forth in the By-Laws. The number of votes cast for the Amendment was sufficient for approval.

Signed this 7<sup>th</sup> day of May 1999.



**SUSAN MARKS, President and Secretary**

**FILED**  
99 MAY 26 AM 10:27  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

**CORPORATE ACTION BY SHAREHOLDERS AND SOLE DIRECTOR OF  
POWER PRO LABS, INC.**

The Shareholders and sole Director of **POWER PRO LABS, INC.**, a corporation organized and existing under the laws of the State of Florida do hereby agree, consent to, adopt and order the following corporate action:

1. The action contained herein shall be effective as of the 7<sup>th</sup> day of May, 1999.

2. The Shareholders and sole Director do hereby waive all formal requirements, including the necessity of holding a formal or informal meeting, and any requirement that notice of such meeting be given.

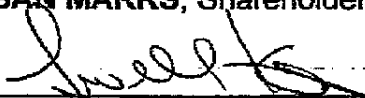
3. The Shareholders and sole Director do hereby unanimously adopt the following resolution:

RESOLVED, that the corporation hereby ratifies and approves the filing of an Amendment to the Articles of Incorporation changing the corporate name to Power Pro Energy, Inc., a copy of which is attached hereto as Exhibit "A".

FURTHER RESOLVED, that the officers of the corporation are hereby authorized to execute any and all documents necessary to effectuate said amendment.

IN WITNESS WHEREOF, the undersigned Shareholders and sole Director have executed this corporate action for the purpose of giving consent thereto.

  
\_\_\_\_\_  
**SUSAN MARKS, Shareholder and Director**

  
\_\_\_\_\_  
**LOWELL KAYE, Shareholder**