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Amend.

V SHEPARD OCT 2 9 2002

Atwater Brownfields Group, Inc.

10910 Haydn Drive Boca Raton, FL 33498 561-883-9212 Fax: 561-487-0018

Date:

October 22, 2002

To:

Division of Corporations

Re:

Amendment - addition of Director

Sender:

William Cocose

Pursuant to the attached Articles of Amendment, we are adding Diane M. Stevens as an additional Director to our corporation effective November 1, 2002. Enclosed find the \$35.00 filing fee.

Atwater Brownfields Group, Inc.

William A. Cocose, President

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF Present name) P9800061012 (Document Number of Corporation (If known)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

To add Diane M. Stevens as additional Director effective November 1, 2002.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD:	The date of each amendment's adoption: October 22, 2002.		
FOURTH: Adoption of Amendment(s) (CHECK ONE)			
\$	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.		
C	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):		
	"The number of votes cast for the amendment(s) was/were sufficient for approval by"		
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.		
٦	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.		
	Signed this 22rd day of October		
Signature	Dilliam Cocse		
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)			
OR			
(By a director if adopted by the directors)			
OR			
(By an incorporator if adopted by the incorporators)			
	William Cocose (Typed or printed name)		
	President (Title)		