



EarthCare

Resource Management
of Florida, Inc.

P98000078645

August 2, 2001

4800 North Federal Highway
Suite D102
Boca Raton, FL 33431
(561)362-6636
(561)362-8078 Fax

Division of Corporations
Amendment Section
PO Box 6327
Tallahassee, FL 32314

Dear Sirs:

Re: EarthCare Resource Management of Florida, Inc.
Document Number P98000078645

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-08/06/01--01106--029
*****43.75 *****43.75

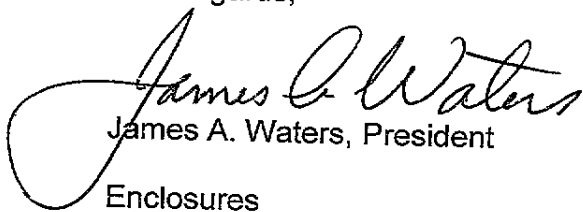
Enclosed please find an Amendment of the Articles of Incorporation changing the name of the corporation to **Earth Resource Management, Inc.**

A check in the amount of \$43.75 for the filing fee and a certified copy is also included.

Should you have any questions or require further information, please contact me at your convenience at (561) 362-6636.

Thank you.

Best regards,


James A. Waters, President
Enclosures

FILED
01 AUG 23 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ac 8/24
n/a



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 14, 2001

EARTHCARE RESOURCE MANAGEMENT OF FLORIDA INC.
% JAMES A. WATERS
4800 NORTH FEDERAL HWY., STE D102
BOCA RATON, FL 33431

SUBJECT: EARTHCARE RESOURCE MANAGEMENT OF FLORIDA, INC.
Ref. Number: P98000078645

We have received your document for EARTHCARE RESOURCE MANAGEMENT OF FLORIDA, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

✓ ~~Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.~~ *Corrected*

If you have any questions concerning the filing of your document, please call (850) 245-6908.

Anna Chesnut
Corporate Specialist

Letter Number: 601A00046560

**AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
EARTHCARE RESOURCE MANAGEMENT OF FLORIDA, INC.**

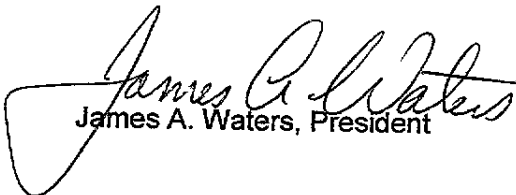
The Articles of Incorporation of **EARTHCARE RESOURCE MANAGEMENT OF FLORIDA, INC.**, a Florida corporation ("Corporation") are amended to read as follows:

ARTICLE ONE

The name of this Corporation shall be: **Earth Resource Management, Inc.**

This Amendment was adopted as of the 1 day of August, 2001, to be effective as of the 1st day of August, 2001 by an Action by Written Consent of the Board of Directors of EarthCare Resource Management of Florida, Inc. without a meeting in accordance with the Corporation's Articles of Incorporation and Sections 607.0821 Florida Statutes. No shareholder approval was required.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation as of this 1st day of August, 2001.


James A. Waters, President

STATE OF FLORIDA

) SS: COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me on this 1st day of August 2001, by James A. Waters, as President of EarthCare Resource Management of Florida, Inc., a Florida corporation, on behalf of the corporation. He is (personally known to me) (or has produced his drivers license) as identification.



Kim M. Anderson
Commission # 776289
Expires SEP 17, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 AUG 23 AM 8:57

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EARTHCARE RESOURCE MANAGEMENT OF FLORIDA, INC.

**ACTION BY WRITTEN CONSENT
BY BOARD OF DIRECTORS
IN LIEU OF MEETING**

The undersigned, being a quorum of the directors of EarthCare Resource Management of Florida, Inc., a Florida corporation ("Corporation"), hereby consent to, adopt and approve the following resolutions, effective as of the 1st day of August, 2001.

RESOLVED, that the name of the Corporation is changed from **Earthcare Resource Management of Florida, Inc.** to **Earth Resource Management, Inc.**;

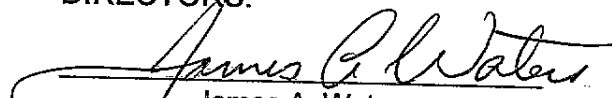
RESOLVED FURTHER, as no shareholder approval is required, that the officers of the Corporation are, and each of them is, hereby authorized and directed to execute, deliver and file such instruments, agreements, applications or other documents or amendments to any thereof, that may be required, necessary or desirable to carry fully into effect the foregoing Resolution, including, without limitation, the Amendment to Articles of Incorporation, and that the execution, filing and delivery of all such documents shall be deemed conclusive evidence of the approval and authorization by the Corporation of such acts;

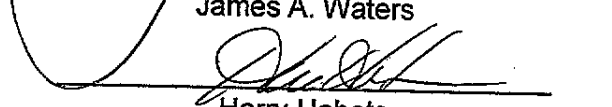
RESOLVED FURTHER, that the officers of the Corporation are, and each of them is, hereby authorized and directed to take such further action as he or they may deem necessary or appropriate to carry out the intent and purpose of the foregoing Resolutions and all actions heretofore taken by the officers and agents of the Corporation in connection with the subject of the foregoing resolutions be, and such actions are hereby approved, ratified and confirmed in all respects as the act and deed of the Corporation.

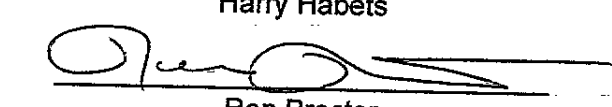
THE FOREGOING RESOLUTIONS were made, authorized and approved as of the 1st day of August, 2001 by all of the directors of the Corporation.

IN WITNESS WHEREOF, the undersigned have executed this Action By Written Consent of the Directors of the Corporation as of the 1st day of August, 2001.

DIRECTORS:


James A. Waters


Harry Habets


Ron Proctor