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FILED
00 JAN 24 PM 12:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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January 20, 1999

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*****35.00 *****35.00

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

Re: Greener Pastures Development Corporation

Dear Madam/Sir:

Enclosed please find an executed Articles of Amendment of the Articles of Incorporation for the referenced company and our firm check in the amount of \$35.00.

Thank you.

Sincerely,

BALE ANDERSON POLSTEIN
RANDALL & HILL, LTD.



Peter G. Hill

PGH:lec
Enclosures

Amend.

V. SHEPARD FEB 2 2000

— ARTICLES OF AMENDMENT
TO
— ARTICLES OF INCORPORATION
OF
GREENER PASTURES DEVELOPMENT CORPORATION

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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 adopted:

ARTICLE III

3.1 The total authorized number of shares of this corporation shall be forty million (40,000,000) shares.

3.2 Unless otherwise established by the Board of Directors, all shares of this corporation shall be common shares entitled to vote and shall be of one class and one series having equal rights and preferences in all matters.

3.3 The Board of Directors shall have the power to issue more than one class or series of shares and to fix the relative rights and preferences of any such difference classes or series.

3.4 No shareholder shall have any preemptive rights to subscribe for, purchase, or acquire any shares of any class of capital stock of this corporation, whether unissued or treasury shares or whether now or hereafter authorized, or any obligations or other securities convertible into or exchangeable for such shares, and to the extent permitted by law all such shares, obligations or other securities convertible into or exchangeable for such shares may be issued and disposed of by the Board of Directors on

such terms and for such consideration as the Board of Directors, in its sole discretion, may determine.

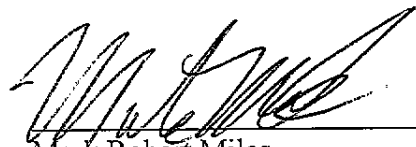
SECOND: This amendment does not provide for an exchange, reclassification or cancellation of *issued* shares.

THIRD: The date of the amendment's adoption: January 13, 2000

FOURTH: Adoption of Amendment

The amendment was adopted by the board of directors without shareholder action and shareholder action was not required.

Dated: 19th day of January, 2000



Mark Robert Miles
President - Director