

LAW OFFICES

HOEQUIST, HAND & SPARKS

An Association of Attorneys & Professional Associations

Not a Partnership

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April 20, 1999

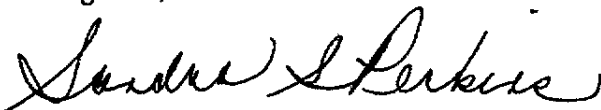
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Sheffield Environmental Services, Inc.

Ladies/Gentlemen:

Enclosed please find Articles of Amendment to Articles of Incorporation of the referenced entity, along with our check in the amount of \$35.00 as the filing fee. Once filed, please return a conformed copy in the envelope provided.

Regards,



(Mrs.) Sandra Perkins
Assistant to Charles E. Hoequist

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-04/23/99-01073-009
*****35.00 *****35.00

FILED
99 MAY 14 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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May 11, 1999

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

Re: Sheffield Environmental Services, Inc.
Letter No. 999A00023342

Ladies/Gentlemen:

Enclosed please find Articles of Amendment to Articles of Incorporation of the referenced entity. Once filed, please return a conformed copy in the envelope provided.

Regards,



(Mrs.) Sandra Perkins
Assistant to Charles E. Hoequist

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99 MAY 14 AM 10:59
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SHEFFIELD ENVIRONMENTAL SERVICES, INC.

Article IV of the articles of incorporation of Sheffield Environmental Services, Inc. was amended by the corporation's board of directors on April 20, 1999. The corporation is filing these articles of amendment to articles of incorporation pursuant to F.S. 607.0602.

1. The name of the corporation is Sheffield Environmental Services, Inc.
2. Article IV of the articles of incorporation of Sheffield Environmental Services, Inc.. was amended as follows:

"The Corporation is authorized to issue one million shares of Common Stock at One Dollar (\$1.00) par value. The board of directors is authorized to provide for the issuance of such Stock and, by filing the appropriate articles of amendment with the Department of State of Florida, is authorized to establish the price thereof and to grant options thereto upon such terms and conditions as the Board may from time to time adopt.

3. The foregoing amendment to articles of incorporation was duly adopted by unanimous vote of the board of directors and incorporators on the 20th day of April, 1999. Shareholder action was not required.

In witness whereof, the undersigned Secretary of this corporation has executed these articles of amendment on the 20th day of April, 1999.


Sandra S. Perkins, Secretary

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99 MAY 14 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA