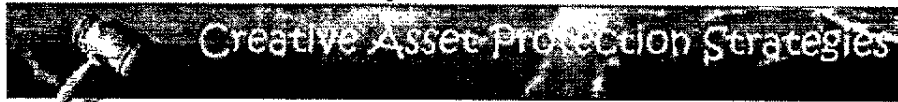


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16191 N.W. 57th Avenue...Miami, Florida 33014
Tel: 305-621-0220...Fax: 305-620-9738
caps@gate.net...www.capstrategies.com

February 16, 2001

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

300003758183--9
-02/23/01--01063--007
*****35.00 *****35.00

Gentlemen:

Enclosed please find the duly executed Articles of Amendment for Third Millennium Prepaid, Inc., dated February 16, 2001, in which the name was changed to Environmental Dispensing Corporation.

Please note that the Amendment was executed by all the Incorporators, Stockholders and Directors who met together and unanimously consented to the Amendment.

Also enclosed is our check in the amount of \$35.00 for the filing fees.

Should you have any questions, please contact me at the above coordinates.

Very truly yours,

David W. Southwell CPA
President

Enc: Amendment
Ck #

FILED
01 FEB 23 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. LEWIS FEB 26 2001

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THIRD MILLENNIUM PREPAID, INC.**

FILED
01 FEB 23 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

On Friday, February 16, 2001, at 10:00 AM, at a duly called meeting of the Stockholders and Directors of Third Millennium Prepaid, Inc., in its offices at 16191 NW 57th Avenue, Miami, Florida 33014. After discussion, it was determined, by unanimous consent, that the name of the corporation should be changed as of today, February 16, 2001, to **ENVIRONMENTAL DISPENSING CORPORATION** to more clearly reflect the business activity in which the corporation has determined to participate.

THEREFORE: Upon motion duly made and seconded and approved by the unanimous vote of the Stockholders and Directors of the corporation

ARTICLE 1 of the Articles of Incorporation of Third Millennium Prepaid, Inc. were amended to read as follows:

The name of this corporation shall be: **ENVIRONMENTAL DISPENSING CORPORATION.**

This amendment is to be filed with the Secretary of State of Florida within thirty (30) days of this meeting.

All Stockholders were present at this meeting and the Stockholders were directed to present their stock certificates to the Secretary of the corporation within thirty (30) days of this meeting for exchange for new certificates bearing the amended name and seal of the corporation. All certificates will be exchanged for new certificates representing the same number of shares.

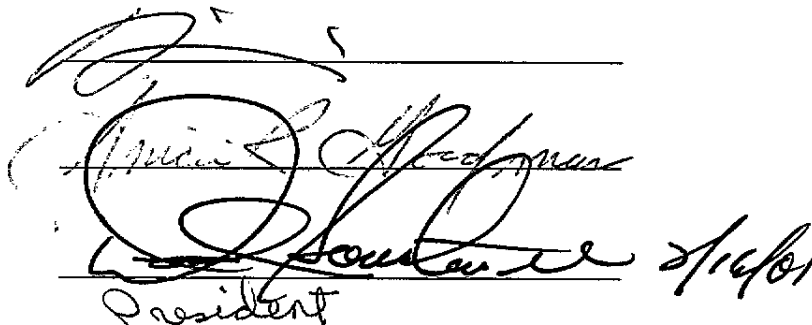
All Stockholders and all Directors of the corporation were duly notified, were present at the meeting, and all actions taken were taken by unanimous consent of the Stockholders and the Directors of the corporation.

WITNESS our signature this February 16, 2001 being all the Incorporators, Stockholders and Directors of the corporation

Brian A. Wise

Anicia R. Goodman

David W. Southwell


President