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BASIC AMENDMENT

ADVANCED WASTEWATER TREATMENT SYSTEMS, INC.

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ADVANCED WASTEWATER TREATMENT SYSTEMS, INC.**

Advanced Wastewater Treatment Systems, Inc. (the "Corporation"), pursuant to Section 607.1006, Florida Statutes, does hereby file the following Articles of Amendment to Articles of Incorporation of the Corporation:

1. That the name of the Corporation is Advanced Wastewater Treatment Systems, Inc. The corporation was assigned document number P99000054808.

2. That Article III of the Articles of Incorporation of Advanced Wastewater Treatment Systems, Inc. is hereby amended to read as follows:

**"ARTICLE III
CAPITAL STOCK**

1. The total number of shares of capital stock which the Corporation is authorized to issue is twenty million five hundred thousand (20,500,000) shares which shall consist of the following classes:

- (a) 10,000,000 shares of Class A Stock (the "Class A Shares")
- (b) 10,000,000 shares of Class B Stock (the "Class B Shares")
- (c) 500,000 shares of Preferred Stock (the "Preferred Shares")

2. The preferences, limitations and relative rights of each class of capital stock shall be as follows:

- (a) The Class A Shares shall have unlimited voting rights, except that each such class shall have the right to vote, as a class, upon certain matters as set forth in the Bylaws.
- (b) The Class B Shares shall not have any right to vote upon any matter to which the shareholders of the corporation are entitled to vote.
- (c) The Preferred Shares shall not consist of different series and shall not have any right to vote upon any matter to which the shareholders of the corporation are entitled to vote. The Preferred Shares shall have preference over any other class of shares with respect to distributions of net assets of the Corporation upon its dissolution."

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3. That the foregoing amendment was adopted by all members of the Board of Directors and all shareholders of this Corporation, by a joint written action dated October 29, 1999, pursuant to Sections 607.0821 and 607.0704, Florida Statutes. The number of votes cast by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on the 29 day of October, 1999.

Advanced Wastewater Treatment Systems, Inc., a
Florida corporation

By:

A. L. A. Bryanton
A. L. A. Bryanton, President

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