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STEVE MANNING  
MEMBER FL AND KY BARS

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July 30, 1999

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

FILED  
99 AUG -2 AM 11:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RE: Articles of Amendment of Peerless Earthnets, Inc./  
Change of Name to Peerless Waste Solutions, Inc.

Dear Sir/Madam:

Enclosed for filing is an original and one (1) copy of the executed Articles of Amendment for Peerless Earthnets, Inc. Also enclosed is a check in the amount of \$35.00 for the filing fee.

Please call me should any additional information be required or should you have any questions concerning these documents.

Sincerely,

*G. Stephen Manning*  
G. Stephen Manning *mlo*

GSM/mlo

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*N/c*

V. SHEPARD AUG 10 1999

ARTICLES OF AMENDMENT OF THE  
ARTICLES OF INCORPORATION  
FOR PEERLESS EARTHNETS, INC.

Pursuant to Florida Statutes Section 607.1006, the undersigned officers of Peerless Earthnets, Inc. (the "Corporation") described herein hereby submits the following amendment to the Corporation's Articles of Incorporation to the Florida Department of State.

1. The date of incorporation of the Corporation is June 17, 1999.
2. The name of the corporation before amendment was Peerless Earthnets, Inc.
3. The name of the Corporation after amendment will be Peerless Waste Solutions, Inc.
4. The text of this amendment as adopted is as follows:

The name of this Corporation is Peerless Waste Solutions, Inc.

5. The date of adoption of this amendment is July 30, 1999.
6. This amendment was adopted by the Board of Directors. This amendment was adopted by the incorporator before the issuance of shares. Shareholder action was not required.
7. This amendment will be effective upon filing.
8. The manner of the adoption of the Article of Amendment and the vote by which it was adopted constitute full legal compliance with the provisions of applicable law, the Corporation's Articles of Incorporation and the corporation's Bylaws.

I hereby verify subject to the penalties of perjury that the statements contained are true this 30<sup>th</sup> day of July, 1999.

PEERLESS EARTHNETS, INC.

By: 

Kevin R. Kohn, Its President

Attest: 

G. Stephen Manning  
Corporate Secretary

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of July, 1999 by Kevin R. Kohn and G. Stephen Manning, President and Secretary/Incorporator respectively, of Peerless Earthnets, Inc., a Florida corporation, on behalf of the corporation.

  
Notary Public, State of Florida at Large




Michelle O'Rourke  
My Commission CC780105  
Expires October 4, 2002

My Commission Expires: 10-04-02

FILED  
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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

**Director's Consent**

The following person, being the sole Director of Peerless Earthnets, Inc., does hereby consent and agree to these Amended Articles of Incorporation and the corporate name change set forth herein.

A handwritten signature in black ink, appearing to read 'Kevin R. Kohn', is written over a horizontal line.

Kevin R. Kohn, Director