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*****43.75 *****43.75

August 24, 1999

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

RE: TREES OF AMERICA, INC.

Dear Friends:

Enclosed please find our firm check in the amount of \$43.75 for the filing of the enclosed Amendment To Articles of Incorporation. Please provide us with a Certificate of Status.

Thank you for your assistance in this matter.

Sincerely yours,

Elizabeth O. Sanders
Elizabeth O. Sanders
Paralegal

NC
8-26-99
PMS

/EOS
Enc.

FILED
99 AUG 25 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDMENT TO ARTICLES OF INCORPORATION
OF
TREES OF AMERICA, INC.

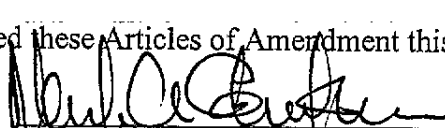
Pursuant to Florida Statutes Section 607.1006, the Articles of Incorporation of TREES OF AMERICA, INC. are hereby amended as follows:

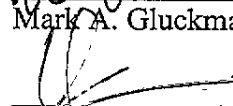
1. Article I is hereby amended to read as follows:

The name of the corporation shall be TREE CORPORATION OF AMERICA, INC.

2. The foregoing amendment was adopted by written consent of all of the Directors and Shareholders entitled to vote thereon, pursuant to Florida Statutes Section 607.1003 on August 11, 1999.

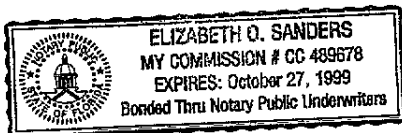
IN WITNESS WHEREOF, we have executed these Articles of Amendment this 11th day of August, 1999.

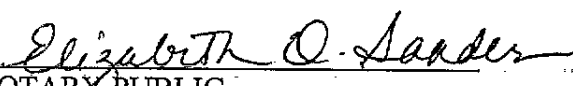

Mark A. Gluckman, President


Lee Gluckman, Vice President and Secretary

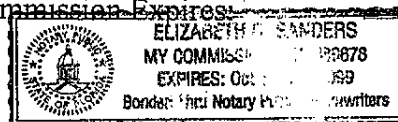
STATE OF FLORIDA
COUNTY GILCHRIST

The foregoing instrument was acknowledged before me on this 10th day of August 1999, by Mark A. Gluckman, the President of Trees of America, Inc., a Florida corporation, on behalf of the corporation, who is personally known to me or has produced _____ as identification.



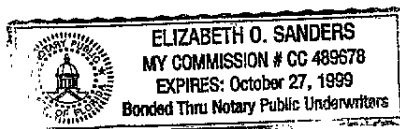

NOTARY PUBLIC

ELIZABETH O. SANDERS
Printed/Typed Name of Notary
My Commission Expires _____



STATE OF FLORIDA
COUNTY GILCHRIST

The foregoing instrument was acknowledged before me on this 10th day of August 1999, by Lee Gluckman, the Vice President and Secretary of Trees of America, Inc., a Florida corporation, on behalf of the corporation, who is personally known to me or who has produced _____ as identification.




NOTARY PUBLIC

ELIZABETH O. SANDERS
Printed/Typed Name of Notary
My Commission Expires: _____