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**ARTICLES OF AMENDMENT
ARTICLES OF INCORPORATION
OF
KIMMINS CORP.**

Pursuant to Florida Business Corporation Act, the undersigned, being the Chairman of the Board of Directors of Kimmins Corp., a Florida corporation (the "Corporation"), does hereby execute these Articles of Amendment to the Articles of Incorporation of Kimmins Corp, on behalf of the Corporation, and certify as follows:

1. The name of the corporation is Kimmins Corp. (the "Corporation").
2. Article III of the Corporation's Articles of Incorporation is hereby deleted in its entirety, with the following substituted in its place.

THIRD: (a) The total number of shares of capital stock which the Corporation shall have authority to issue is Three Hundred Twenty Five Thousand (325,000) shares of Class A Stock, par value \$0.001 per share, One Hundred Thousand (100,000) shares of Class B Stock, par value \$0.001 per share, and Ten Thousand (10,000) shares of Preferred Stock, par value of \$0.001 per share.

(b) The rights, preferences and limitations of each class of stock of the Corporation, as defined above, are set forth as follows:

I. Class A Stock and Class B Common Stock

1. In General. The Class A Stock and the Class B Common Stock shall be of equal rank and shall be identical in all respects with the same powers, preferences and rights, and the same qualifications, limitations or restrictions thereof, except as otherwise specifically provided in the Articles of Incorporation of the Corporation or any amendment thereto.

2. Voting. The holders of Class A Stock and Class B Common Stock shall each be entitled to one vote for each share held of record on all matters to be voted on by shareholders, and the Class A Stock and Class B Common Stock shall vote together as one class, except as otherwise provided by law. All voting shall be on a non-cumulative basis. Each time that the Conversion Rate, as such term is defined in Section 5 hereof, is adjusted, the number of votes which a single share of Class B Common Stock is entitled or will be entitled to cast, upon issuance thereof, shall be similarly adjusted (rounded to the next higher whole number of votes).

3. Dividends. Subject to provisions of law and the rights of the Preferred Stock and any other class or series of stock having a preference over the Class A Stock then outstanding, cash dividends may be paid on the Class A Stock as may be declared from time to time by the Board of Directors, in its discretion, from funds legally available therefor. No cash dividends, however, may be declared on the Class B Common Stock. Any dividends issued in the form of stock or

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distributions of assets, tangible or intangible, would also be issued at the same rate on the Class B Common Stock as the Class A Stock.

4. Liquidation and Dissolution. In the event of any dissolution, liquidation or winding-up of the affairs of the Corporation, after payment or provisions for payment of the debts and other liabilities of the Corporation, and after payment or distribution to the holders of Preferred Stock of the full amount to which they are entitled, the remaining assets of the Corporation shall be distributed among the holders of Class A Stock and the Class B Common Stock in one or more steps which shall constitute, in the aggregate, a single distribution in accordance with the following (the "Liquidation Preference"):

(a) First the holders of Class A Stock shall be entitled to receive the sum of forty-five thousand dollars (\$45,000.00) per share; and

(b) Next, the holders of the Class B Common Stock shall be entitled to receive the sum of forty-five thousand dollars (\$45,000.00) per share; and

(c) Last, the balance of the remaining assets shall be distributed among the holders of the Class A Stock and the Class B Common Stock, without preference or priority of one class of stock over the other, with the amount of such balance to be distributed in respect of each share of Class A Stock to be equal to the amount to be distributed in respect of each share of Class B Common Stock.

Any such distribution on the Class A Stock and the Class B Common Stock under this clause (c) shall be declared concurrently and shall be payable on the same date to shareholders of record as of the same record date. A consolidation or merger of the Corporation shall not be deemed to constitute a liquidation, dissolution or winding up of the Corporation within the meaning of this paragraph.

5. Conversion.

(a) (i) The holders of Class B Common Stock shall have the right, at their option, to convert their shares of Class B Common Stock into Class A Stock in the amounts and subject to the conditions hereinafter set forth.

(ii) For each fiscal year of the Corporation, the holders of the shares of the Class B Common Stock shall have the right to convert, on the basis set forth in clause (e) below, the number of shares of Class B Common Stock resulting from the following calculation into shares of Class A Stock: if the quotient of the net earnings (determined in accordance with clause (f) below) divided by the sum of (i) the number of shares of Class A Stock actually outstanding at the end of such fiscal year plus (ii) 125, is equal to or greater than the Adjusted Threshold Amount (which, subject to adjustment as hereinafter provided, shall be (\$4,200.00 prior to the year ended December 31, 1998, \$5,250.00, as adjusted) per share, then up to an aggregate of 125 shares of Class B Common Stock

can, at the election of the holder or holders thereof, be so converted ("Conversion Amount"). This calculation shall be repeated for the next fiscal year, using as the Adjusted Threshold Amount the last Adjusted Threshold Amount which resulted in convertibility of shares plus \$1,050.00. If, for any fiscal year, such quotient does not equal or exceed the applicable Adjusted Threshold Amount, no shares may be converted for that fiscal year, in which case the calculation for the following fiscal year shall use (a) the Adjusted Threshold Amount in effect for the last calculation that did not result in the convertibility of shares and (b) the number of shares of Class A Stock actually outstanding at the end of the fiscal year for which the calculation is made plus 125. Notwithstanding the foregoing, if in any fiscal year the Corporation has net earnings (as determined in accordance with clause (f) below) per share of Class A Stock (determined by dividing net earnings for such fiscal year by the sum of (i) the number of shares of Class A Stock actually outstanding at the end of such fiscal year and (ii) the number of shares of Class A Stock issuable upon conversion of all Class B Common Stock then remaining outstanding), equal to or greater than \$7,200.00 ("Total Conversion Earnings"), then the holders of the shares of Class B Common Stock shall have the right to convert all of such shares of Class B Common Stock then remaining outstanding into shares of Class A Stock.

The Adjusted Threshold Amount, the Total Conversion Earnings, and the Conversion Amount (as each may be adjusted from time to time as provided herein) shall each be adjusted, proportionately, in the event of any adjustment to the Class B Common Stock in accordance with clause (g) of this Section 5.

(b) All shares of Class B Common Stock electing to convert shall be converted based on the date of issuance thereof, such that the earliest issued shares of Class B Common Stock shall be converted first.

(c) The effective date for conversion for each fiscal year for which the holders of Class B Common Stock shall be entitled to convert Class B Common Stock into Class A Stock (the "Conversion Date") shall be fixed by resolution of the Board of Directors within 120 days after receipt by the Corporation of the determination of net earnings for said fiscal year by its independent public accountants in accordance with clause (f) below.

(d) For each fiscal year in which holders of Class B Common Stock are entitled to convert said shares in accordance with clause (a) above, notice of the right to convert said shares, in a form approved by the Board of Directors, shall be given by mailing such notice, first class mail, postage prepaid, not less than 30 nor more than 60 days prior to the Conversion Date to each holder of record of shares entitled to be converted at his address as the same shall appear on the books of the Corporation. Each such notice shall (i) specify the Conversion Date and the manner in which the certificates of Class B Common Stock are to be exchanged for certificates of Class A Stock, (ii) state the net earnings per share for such fiscal year determined in accordance with clause (f) below, and (iii) state the maximum number of shares of Class B Common Stock

held by such record holder which are convertible for such fiscal year. Failure to mail such notice or any defect therein or in the mailing thereof shall not affect the validity of the proceedings for such conversion except as to the holder to whom the Corporation has failed to mail said notice or except as to the holder whose notice or mailing was defective. Any notice which was mailed in the manner herein provided shall be conclusively presumed to have been duly given whether or not received by the holder.

(e) The shares of Class B Common Stock shall be convertible into fully paid and non-assessable shares of Class A Stock on the basis of one share of Class A Stock for each share of Class B Common Stock surrendered.

(f) The "net earnings" of the Corporation in any fiscal year of the Corporation shall be (A) the net income of the Corporation for such fiscal year, less (B) the aggregate amount of dividends accrued in such fiscal year upon the outstanding shares of Preferred Stock and any other class of capital stock of the Corporation entitled to preference in the distribution of dividends vis-a-vis the shares of Class A Stock of the Corporation. All calculations provided for herein, and all determinations of "net earnings," shall be made by the firm of independent public accountants selected by the Board of Directors (who may be the regular auditors employed by the Corporation) in accordance with the definitions set forth herein and generally accepted accounting principles, such calculations and determinations to be final, binding and conclusive upon all persons whomsoever.

(g) The Adjusted Threshold, Liquidation Preference, Conversion Amount, and the Total Conversion Earnings provided herein (collectively, "Factors") shall be subject to the following adjustments:

(i) If the Corporation shall declare and pay to the holders of shares of Class A Stock a dividend payable in shares of Class A Stock, the Conversion Amount in effect immediately prior to the record date fixed for the determination of shareholders entitled to such dividend shall be proportionately increased, and the Liquidation Preference, Total Conversion Earnings and the Adjusted Threshold rates in effect immediately prior to the record date fixed for the determination of shareholders entitled to such dividend shall be proportionately decreased, such adjustment to become effective immediately after the opening of business on the day following the record date for the determination of shareholders entitled to receive such dividend.

(ii) If the Corporation shall subdivide the outstanding shares of Class A Stock into a greater number of shares of Class A Stock or combine the outstanding shares of Class A Stock into a lesser number shares, or issue by reclassification of its shares of Class A Stock any shares of the Corporation, all of the Factors in effect immediately prior thereto shall be adjusted so that all computations required by this Section 5 after the happening of any of the events described above shall be made as if such shares of Class B Common Stock had been converted immediately prior to the happening of such event,

with such adjustment to become effective immediately after the opening of business on the day following the day upon which such subdivision, combination or reclassification, as the case may be, becomes effective.

(iii) If the Corporation shall be consolidated with or merge into any other corporation, proper provisions shall be made as part of the terms of such consolidation or merger, whereby the holders of any shares of *Class B Common Stock* at the time outstanding immediately prior to such event shall thereafter be entitled to such conversion rights, with respect to securities of the Corporation resulting from such consolidation or merger, as shall be substantially equivalent to the conversion rights herein provided for.

(iv) No adjustment in any Factor shall be required unless such adjustment would require an increase or decrease of at least one-half of one percent of such Factor, provided that adjustments which by reason of this clause (iv) are not made shall be carried forward and taken into account in the determination as to whether any subsequent adjustments are to be made. All calculations under this paragraph (g) shall be made to the nearest one thousandth (1/1000) of a share.

(v) The adjustments outlined in g(i) through g(iv) above are not exclusive and are not intended to limit the adjustments that may be required, in the sole judgment of the Board of Directors of the Corporation, in order to maintain the proportionality between *Class A Stock* and *Class B Common Stock* which exists at the date hereof. Paragraphs g(i) through g(v) shall not in any manner limit the Corporation's ability to issue new stock or otherwise raise additional capital.

(vi) In the event of any taxable or non-taxable distribution of assets, tangible or intangible, owned by the Corporation, the *Liquidation Preference* will be reduced proportionately by the per share value, based on the number of all outstanding shares of *Class A Stock* and *Class B Common Stock*, of the assets distributed. For purposes of this clause (vi), such value shall equal the average closing price of the security representing equity ownership of the entity holding such assets immediately following such distribution on the market on which such security is traded during the next thirty (30) trading days following the date of such distribution; provided, however, that if such market price is not ascertainable because such security is not publicly traded or for any other reason, then the Board of Directors of the Corporation shall cause an independent valuation of such assets to be performed, the result of which shall be final as to the determination of such value.

(h) No fractional share of *Class A Stock* or scrip representing fractional shares of *Class A Stock* shall be issued upon any conversion of shares of *Class B Common Stock*, but in lieu thereof there shall be paid an amount in cash equal to the applicable fraction of the current market price (as hereinafter defined) of a whole share of *Class A Stock* as of the day of conversion determined as provided in paragraph (i) below.

(i) For purposes of paragraph (h) of this Section 5, the current market price of a share of Class A Stock as of any day shall be based on the closing price of the security as reported by the New York Stock Exchange (the "NYSE") on the most recent preceding day for which such quotations were reported by the NYSE; if the fair market value of the Class A Stock cannot be thus determined, the current market price shall be such price as the Board of Directors shall in good faith determine.

(j) The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Class A Stock, solely for the purpose of effecting the conversion of Class B Common Stock in accordance with the terms hereof, the full number of whole shares of Class A Stock then issuable upon the conversion of all shares of Class B Common Stock at the time outstanding.

(k) Anything contained herein to the contrary notwithstanding, no adjustments in the number of shares of Class A Stock issuable upon conversion of any shares of Class B Common Stock as set forth in this section shall be made by reason of or in connection with the issuance and sale of shares of Class A Stock by the Corporation for cash or the sale or issuance to employees of the Corporation, or of a subsidiary or an entity owning more than 50% of the outstanding Class A Stock of the Corporation, of Class A Stock of the Corporation or of options to purchase Class A Stock of the Corporation, pursuant to a plan adopted by the Board of Directors of the Corporation and approved by shareholders.

(l) In the event (i) that an independent third party makes a bona fide offer to purchase any subsidiary or operating division of the Corporation or a portion thereof, which purchase, if consummated, would cause the net earnings of the Corporation for the applicable fiscal year to equal or exceed the then applicable Adjusted Threshold Amount (where such Adjusted Threshold Amount would not be achieved in the absence of such transaction) and (ii) the Board of Directors determines not to approve such transaction, then at the request of a majority in interest of the Class B Common Stock the Board of Directors of the Corporation shall effect the conversion of all Class B Common Stock then outstanding into Class A Stock in accordance with the provisions of Section 5(a)(ii) hereof.

(m) In the event that (i) an independent valuation of any subsidiary or operating division of the Corporation is performed, the results of which are such that a sale of such subsidiary or division would, if consummated, cause the net earnings of the Corporation for the applicable fiscal year to equal or exceed Total Conversion Earnings (and where Total Conversion Earnings would not be achieved in the absence of such sale), and (ii) the Board of Directors of the Corporation determines not to approve such transaction, then at the request of a majority in interest of the Class B Common Stock the Board of Directors of the Corporation shall effect the conversion of all Class B Common Stock then outstanding into Class A Stock in accordance with the provisions of Section 5(a)(ii) hereof.

II. Preferred Stock

The Preferred Stock may be issued from time to time in one or more series, with such distinctive designations as may be stated in the resolution or resolutions providing for the issue of such stock from time to time adopted by the Board of Directors. The resolution or resolutions providing for the issue of shares of a particular series shall fix, subject to applicable laws and provisions of Article THIRD hereof, the designations, rights, preferences and limitations of the shares of each such series. The authority of the Board of Directors with respect to each series shall include, but not be limited to, determination of the following:

(a) The number of shares constituting such series, including the authority to increase or decrease such number, and the distinctive designation of such series;

(b) The dividend rate of the shares of such series, whether the dividends shall be cumulative and, if so, the date from which they shall be cumulative, and the relative rights of priority, if any, of payment of dividends on shares of such series;

(c) The right, if any, of the Corporation to redeem shares of such series and the terms and conditions of such redemption;

(d) The rights of the holders of the shares of such series in case of a voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation or upon any distribution of the assets of the Corporation, and the relative rights of priority, if any, of payment of shares of such series;

(e) The voting power, if any, for such series and the terms and conditions under which such voting power may be exercised;

(f) The obligation, if any, of the Corporation to retire shares of such series pursuant to a retirement or sinking fund or funds of a similar nature or otherwise, and the terms and conditions of such obligation;

(g) The terms and conditions, if any, upon which shares of such series shall be convertible into or exchangeable for shares of stock of any other class or classes or of any other series of the same class of stock of the Corporation, including the price or prices or the rate or rates of conversion or exchange and the terms of adjustment, if any; and

(h) Any other rights, preferences or limitations, qualifications or restrictions of the shares of such series.

III. The Corporation reserves the right to increase or decrease its authorized capital stock, or any class or series thereof, and to reclassify

the same, and to amend, alter, change or repeal any provision contained in the Articles of Incorporation under which the Corporation is organized or in any amendment thereto, in the manner now or hereafter prescribed by law, and all rights conferred upon shareholders in said Articles of Incorporation or any amendment thereto are granted subject to the aforementioned reservation.

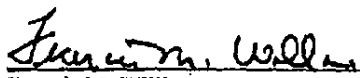
3. Upon the effectiveness of the foregoing amendment, (i) each 50 outstanding shares of Class A Stock of the Corporation, par value \$.001, shall be combined into one share of Class A Stock of the Corporation, par value \$.001, and (ii) each 50 outstanding shares of Class B Common Stock of the Corporation, par value \$.001, shall be combined into one share of Class B Common Stock of the Corporation, par value \$.001. Outstanding shares of Class A Stock and Class B Common Stock, each with a par value of \$.001, which would otherwise be respectively converted into a fractional share of Class A Stock or Class B Common Stock of the Corporation, each with a par value of \$.001, will be cancelled, with the holders of such shares receiving cash payment equal to such share's fair value as determined in the good faith judgment of the Corporation's Board of Directors.

4. The date of adoption of the resolution approving the combination of shares of this Corporation set forth in the foregoing amendment is March 26, 2009. The Effective Date of the amendment shall be May 4, 2009.

5. The foregoing amendment was required to be approved by the shareholders of the Corporation and the number of votes cast for the amendment by the shareholders was sufficient for approval in accordance with Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned Chairman of the Board of Directors of the Corporation has caused these Articles of Amendment to the Articles of Incorporation of Kimmins Corp., to be executed as of this 4th day of May, 2009.

KIMMINS CORP.


Francis M. Williams,
Chairman and Chief Executive Officer


ATTEST:

Joseph M. Williams
Secretary

[CORPORATE SEAL]