



P99000070030

ACCOUNT NO. : 072100000032

REFERENCE : 718265 7197032

AUTHORIZATION : Patricia Puyate

COST LIMIT : \$ 35.00

ORDER DATE : June 2, 2000

ORDER TIME : 1:46 PM

ORDER NO. : 718265-005

CUSTOMER NO: 7197032

700003290097--2

CUSTOMER: Mr. Joshua Gutstein
Burk & Koda PLLC
1818 N Street N.W.
Seventh Floor
Washington, DC 20036-2406

Amend

DOMESTIC AMENDMENT FILING

NAME: DC TREES, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kelly Courtney

EXAMINER'S INITIALS:

FILED
00 JUN 14 PM 4:19
STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 JUN 14 PM 3:59
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

6/14/00

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
DC TREES, INC.**

FILED
00 JUN 14 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Statutes

FIRST: Amendment adopted:

ARTICLE III. CAPITAL STOCK

A. Authorized Shares. The total number of authorized shares of the Corporation shall be 30,000,000 (Thirty Million). 20,000,000 voting common shares with \$0.0001 (One Hundredth of One Cent) par value and 10,000,000 (Ten Million) preferred shares with \$0.0001 (One Hundredth of One Cent) par value. Authority shall be vested in the board of directors to change the class, the number of each class of stock and the voting powers, designations, preferences, limitations, restrictions, and relative rights of each class of stock.

B. [Remains the same]

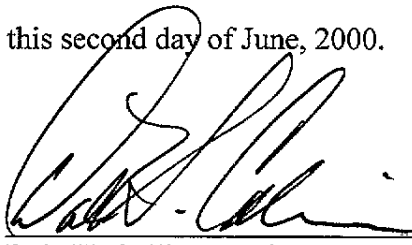
SECOND: The Corporation will change the 20,000,000 authorized Common Shares with a par value of \$0.01 per share ("Old Shares"), 4,750,000 (Four Million, Seven Hundred And Fifty Thousand) of which were issued to a single shareholder, into 20,000,000 voting Common Shares with a par value of \$0.0001 ("New Shares"), none of which is issued, at a rate of one new share for every one old share. By resolution of the board of directors, the Corporation will issue 4,750,000 new shares to the shareholder in exchange for the 4,750,000 old shares.

THIRD: The date of the amendment's adoption: June 2, 2000.

FOURTH: The amendment was approved by the sole shareholder. The number of votes cast for the amendment was sufficient for approval.

Signed this second day of June, 2000.

By:


Dale H. Collier, President