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EUROPCO MANAGEMENT COMPANY
OF AMERICA



EUROPCO

November 19, 2001

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

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-11/26/01--01028--009
*****35.00 *****35.00

ATTN: Amendment Section for Articles of Incorporation

To Whom It May Concern:

This letter is written as a request for the filing of an Amendment to the Articles of Incorporation of Premier Agritech, Inc.

AMENDMENT FOR ARTICLE III: CAPITAL STOCK - PREMIER AGRITECH, INC.

Filing Fee = \$35.00

Enclosed is a check in the amount of \$35.00 to cover the costs incurred in filing this document.

Thank you for your help. If you should have any questions regarding this request please do not hesitate to call me at 850/897-6430 ext. 11.

Sincerely,

Helene R. Harris
Controller/Office Manager

Enclosure

Amendment
Spayne
11/30/01

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PREMIER AGRITECH, INC.**

Pursuant to the provisions of section 607.1006 of the Florida Business Corporation Act, the undersigned hereby files these Articles of Amendment:

FIRST: The name of the corporation is Premier Agritech, Inc. (previously known as American Safeguard Services, Inc.)

SECOND: The following amendment has been adopted and replaces Article III of the Articles of Incorporation:

Article III - Capital Stock

The total number of shares of capital stock authorized to be issued by the Corporation shall be Five Million (5,000,000) shares having a par value of 1¢ (one cent) per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services at a fair valuation to be fixed by the Board of Directors. All stock when issued shall be deemed fully paid for and shall be non-assessable. The Corporation elects not to have pre-emptive rights.

THIRD: Notwithstanding the actual date of filing hereof, the resolution was adopted December 2, 1999 and the Amendment has an intended effective date of November 29, 1999.

FOURTH: The Amendment was approved by the Board of Directors and by shareholders. The number of votes cast in favor of the Amendment was sufficient for approval.

Signed this 19th day of November, 2001.

PREMIER AGRITECH, INC.

By: _____

Peter W. Kueth,
Chairman of the Board of Directors
4540 Highway 20 East
Niceville, FL 32578

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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