

P99000071007

Jerome A. Zivan, Esq., President

EUROPCO

December 28, 2001

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

ATTN: Amendment Section for Articles of Incorporation

000004756270--7  
-01/07/02--01074--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

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.

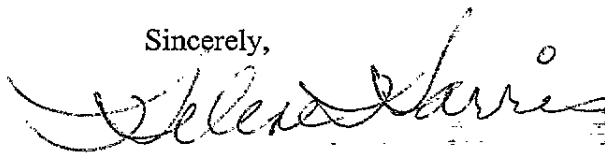
AMENDMENT FOR ARTICLE III: CAPITAL STOCK - PREMIER AGRITECH, INC.

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

FILED  
02 JAN -7 AM 10:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amend

T BROWN JAN 14 2002

Of Counsel  
Chesser, Wingard, Barr & Fleet, P.A.

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

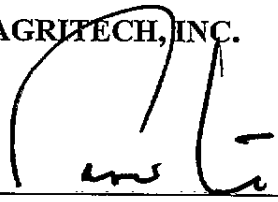
**FILED**  
**02 JAN -7 AM 10:30**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*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.
- SECOND:** The following amendment has been adopted and replaces Article III of the Articles of Incorporation:
- Article III - Capital Stock - is hereby amended as follows:
- The total number of shares of capital stock authorized to be issued by the Corporation shall be Fifteen Million (15,000,000) 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:** The date the Amendment is adopted is November 30, 2001.
- 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 30<sup>th</sup> day of November, 2001.

**PREMIER AGRITECH, INC.**

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