



Environmental Products USA, Inc.
MANUFACTURER OF FINE REVERSE OSMOSIS SYSTEMS

S20361

February 18, 1997

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Articles of Amendment to Articles of Incorporation

800002092928--9
02/20/97 01023-007
*****87.50 *****87.50

Dear Sir or Madam:

Enclosed for filing are Articles of Amendment to the Articles of Incorporation of Environmental Products USA, Inc.

I would appreciate it if you could return the extra copy, certified, to my attention. I have enclosed a filing fee of \$35.00 for the filing, and \$52.50 for the certified copy, totaling \$87.50.

Thank you for your assistance.

Very truly yours,

Dorothy L. Korszen

Dorothy L. Korszen
Executive Vice President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 MAR 14 PM 2:15

APPROVED
AND
FILED

SECSTATE.DOC

CM S20361



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 25, 1997

DOROTHY L. KORSZEN
505 PAUL MORRIS DRIVE
ENGLEWOOD, FL 34223

SUBJECT: ENVIRONMENTAL PRODUCTS USA, INC.
Ref. Number: S20361

We have received your document for ENVIRONMENTAL PRODUCTS USA, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please include the exhibit(s) referred to in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 397A00009799

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
ENVIRONMENTAL PRODUCTS USA, INC.,
a Florida Corporation**

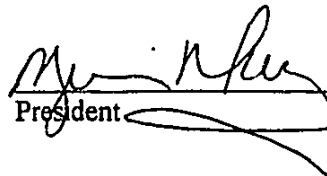
Pursuant to the provisions of the Florida Business Corporation Act, the Articles of Incorporation of Environmental Products USA, Inc. (the "Corporation"), are hereby amended as follows:

ITEM 1

Article VIII, entitled "Shareholder Agreement," is deleted in its entirety.

This Amendment was adopted on February 14, 1997 by Action by Written Consent in Lieu of Special Meeting of Shareholders (copy attached), which was executed by all of the Shareholders of the Corporation, which is sufficient for approval.

IN WITNESS WHEREOF, the corporation has caused this Amendment to be signed in its name by its President and the corporate seal to be affixed this 14th day of February, 1997.



President

CORPORATE (SEAL) SEAL

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 14th day of February, 1997, by Myriam Murphy, personally known to me, as President of Environmental Products USA, Inc., a Florida corporation, on behalf of the corporation.



Notary Public

My Commission Expires:

ARTAM97.DOC



JOANNE M. CORLISS
My Commission CO403101
Expires Aug. 24, 1998
Bonded by HAI
800-422-1566

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 MAR 14 PM 2:15

APPROVED
AND
FILED

**ACTION BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING OF
SHAREHOLDERS OF
ENVIRONMENTAL PRODUCTS USA, INC.**

Pursuant to the authority contained in Section 607.0704 of the Florida Statutes, the undersigned, being all of the shareholders of Environmental Products USA, Inc. (the "Corporation"), do hereby take and adopt the following actions in writing, without a meeting:

RESOLVED, that the Articles of Incorporation are hereby amended by deleting Article VIII, SHAREHOLDERS AGREEMENT, in its entirety.

RESOLVED, that Article III of the Original Bylaws, which was deleted on July 27, 1994, is reinstated, except that Section 2 is revised to state:

"Section 2. Number, Chairman, Tenure and Qualifications. The number of directors of the corporation shall be four (4), unless otherwise designated by resolution of the board of directors. The initial Chairman of the Board will hold office until the Shareholder's 1997 annual meeting after which the Chairman will be elected by a majority vote of the board members. The Chairman and each director shall hold office until the next annual meeting of shareholders and until his successor shall have been elected and qualified. Directors need not be residents of the State of Florida or shareholders of the corporation."

RESOLVED, that the amended Article IV dated July 27, 1994, is deleted in its entirety. Article IV of the Original Bylaws, which was amended on July 27, 1994, is reinstated to reflect the original provisions, except that Sections 5 and 10 are revised to state:

"Section 2. Election and Term of Office. The officers of the corporation shall be elected annually by a two-thirds majority vote of all of the directors. Elections of officers shall be held at the first meeting of the board of directors held after each annual meeting of the shareholders. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall be duly elected and shall have qualified or until his death or until he shall resign or shall be removed in the manner hereinafter provided."

"Section 5. President. The president shall be the principal executive officer of the corporation and, subject to the control of the board of

directors, shall in general supervise and control all of the business and affairs of the corporation. He or she shall, when present, preside at all meetings of the shareholders."

"Section 10. Compensation. Compensation of the officers and their spouses shall be fixed from time to time by a majority vote of the shareholders."

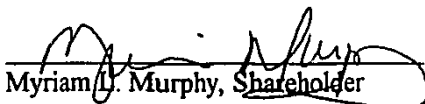
RESOLVED, that the following persons are elected as Directors of the Corporation, to serve until the next annual meeting, or until his or her respective successor is duly elected and qualified or until his or her earlier resignation or removal:

Myriam L. Murphy, 2030 White Feather Lane, Nokomis, FL 34275
Bogdan Korszen, 2060 Larson St., Englewood, FL 34223
Robert T. Murphy, 2822 Norwood Lane, Venice, FL 34292
Gerald Murphy, 820 Bayview Dr., Nokomis, FL 34275

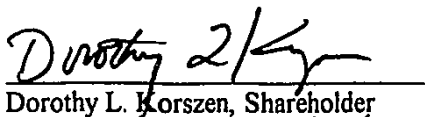
RESOLVED, that the initial Chairman on the Board shall be Gerald Murphy.

RESOLVED, that the Shareholder Agreement dated July 27, 1994, is hereby terminated.

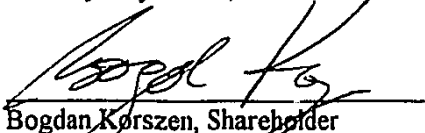
IN WITNESS WHEREOF, the undersigned have executed this written consent on the date indicated.


Myriam L. Murphy, Shareholder


2/14/97
Date


Dorothy L. Korszen, Shareholder

2/14/97
Date


Bogdan Korszen, Shareholder

2/14/97
Date


Robert T. Murphy, Shareholder

2-14-97
Date


Gerald Murphy, Shareholder

2/14/97
Date