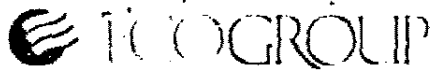


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V02102

November 20, 1992

Ms. Darlene M. Connell
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: Document Number V02102


Dear Ms. Connell:

Please find enclosed our Amendment to the Articles of Incorporation for THE ECOGROUP, INC., changing its name to ECOGROUP, INC., a Florida corporation. Also enclosed is our remittance in the amount of \$35.00 to cover the cost of recording the Amendment.

Should you have questions regarding this matter, please call.

Very truly yours,

ECOGROUP, INC.


Edward R. Oelschlaeger
President

ERO:ckk
Enclosures

92 NOV 23 AM 10:30
RECEIVED
FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE

FF 35

DC

NAME CHANGE
Amendment

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
THE ECOGROUP, INC.

THE ECOGROUP, INC., a Florida corporation, organized and existing under the laws of the State of Florida, hereby certifies as follows:

Pursuant to written action of the Sole Stockholder and Directors of the Corporation, in lieu of a special meeting, the following resolutions were adopted on November 20, 1992, amending the Articles of Incorporation:

RESOLVED, that Article I of the Articles of Incorporation filed with the Secretary of State of Florida be amended as hereinafter set forth:

"ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be ECOGROUP, INC."

WHEREUPON, at Tampa, Florida, this 20th day of November, 1992, the Corporation hereby certifies accordingly, under the hand of its President, to that, on the filing hereof, the Articles of Incorporation shall be deemed amended accordingly.

THE ECOGROUP, INC.

By: 

Edward R. Oelschlaeger
President

FILED
NOV 23 1992
SECRETARY OF STATE
TAMPA, FLORIDA

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 20th day of November, 1992, by EDWARD R. OELSCHLAEGER, the president of THE ECOGROUP, INC., a Florida corporation, who is personally known to me and did not take an oath.

Carolyn C. Kerr

NOTARY PUBLIC

Name: Carolyn C. Kerr

My Commission Expires 2-16-94

NOTARY PUBLIC, STATE OF FLORIDA,
MY COMMISSION EXPIRES: FEB. 16, 1994.
BONDED THRU NOTARY PUBLIC UNDERWRITERS

MEMORANDUM OF ACTION BY DIRECTORS OF
THE ECOGROUP, INC.
TAKEN IN LIEU OF SPECIAL MEETING

The undersigned, being all of the Directors of THE ECOGROUP, INC., a Florida corporation, hereby take the following written action in lieu of holding a special meeting.

RESOLVED, that Article I of the Articles of Incorporation filed with the Secretary of State of Florida be amended as hereinafter set forth:

"ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be ECOGROUP, INC."

IN WITNESS WHEREOF, the undersigned, constituting all of the Directors of THE ECOGROUP, INC. hereby execute this Memorandum of Action effective as of the 20th day of November, 1992.


Edward R. Oelschlaeger
President and Sole Shareholder