

ENVIRONMENTAL BUSINESS COUNCIL, INC.

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

Environmental Business Council, Inc., a corporation organized and existing under and by virtue of the General Corporation Laws of the State of Massachusetts (the "Company"), does hereby certify:

1. That the Board of Directors of the Company, by the unanimous written consent of its members, adopted a resolution proposing and declaring advisable the following amendment to the Company's Certificate of Incorporation:

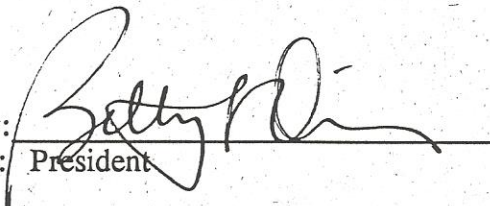
The Certificate of Incorporation of the Company shall be amended by deleting the First Article in its entirety and substituting in lieu thereof the following:

Name. The name of the corporation is Environmental Business Corporation of New England, Inc.

2. That this Certificate of Amendment of the Certificate of Incorporation of the Company shall be effective immediately upon filing.

IN WITNESS WHEREOF, the Company has caused this certificate to be signed by Betty J. Diener, President of the Company, as of March 31, 1997.

ENVIRONMENTAL BUSINESS COUNCIL, INC.

By: 
Its: President