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August 13, 2003

Department of State  
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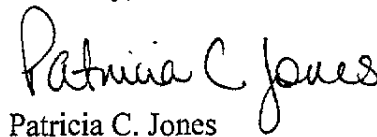
Re: Articles of Amendment for Aqua Clear Aquatics, Inc.

Dear Sir or Madam:

Enclosed please find the original Articles of Amendment to the Articles of Incorporation of Aqua Clear Aquatics, Inc. Also enclosed is a check in the amount of \$43.75, representing the filing fee and certified copy fee for this matter. After the filing has been effected, please return to us a certified copy of the filing.

Thank you for your assistance with this matter. Should you have any questions regarding this filing, please do not hesitate to contact the undersigned at (904) 598-6115.

Sincerely,

  
Patricia C. Jones  
Paralegal

/pcj  
Enclosures

ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
AQUA CLEAR AQUATICS, INC.

Pursuant to the provisions of §607.1003, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is AQUA CLEAR AQUATICS, INC.
2. The Articles of Incorporation were amended by the following resolutions, which were adopted by the Shareholders and Directors of the corporation effective August 1, 2003, in the manner prescribed by the Florida General Corporation Act:

BE IT RESOLVED, that Article I of the Articles of Incorporation of this corporation be, and is hereby, amended to read as follows:

The name of the corporation is PRO CLEAR AQUATIC SYSTEMS, INC. and the principal office and mailing address of the corporation is 2959 Mercury Road, Jacksonville, Florida 32207.

3. The number of votes cast by the shareholders of this corporation was sufficient for approval of the amendment. This corporation has only one class of stock, and only one voting group was entitled to vote on the amendment.

DATED: August 1, 2003.

AQUA CLEAR AQUATICS, INC.

By: 

Its: Chairman

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