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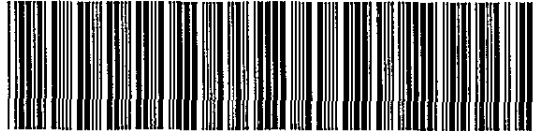
(Business Entity Name)

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10/02/03--01037--007 \*\*43.75

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03 OCT 27 PM 2:25

SECRETARY OF STATE

Amend / Name Change  
JPM  
10/27/03

AquaFiber Technologies  
1150 Louisiana Ave., Ste. 5C  
Winter Park, FL 32789  
Tel (407) 599-1902  
Fax (407) 599-1903  
aquafiber@iag.net

September 26, 2003

Florida Department of State  
Division of Corporation

To Whom It May Concern:

Enclosed please find the paper work for the articles of amendment and a request for a certified copy. A check in the amount of \$43.75 is to cover the costs of filing fees (\$35.00) and a certified copy (\$8.75).

Thank you for your help in this matter.

Sincerely

  
Kim Lanier



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

October 13, 2003

AQUAFIBER PACKAGING CORPORATION  
1150 LOUISIANA AVE., STE. 5C  
WINTER PARK, FL 32789

SUBJECT: AQUAFIBER PACKAGING CORPORATION  
Ref. Number: P00000025048

We have received your document for AQUAFIBER PACKAGING CORPORATION and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

If the document was approved by a majority vote of the shareholders, it should also contain a statement that the number of votes cast by the shareholders was sufficient for approval.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6027.

Michelle Milligan  
Document Specialist

Letter Number: 303A00055754

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03 OCT 27 AM 10:54  
DIVISION OF CORPORATIONS

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT  
OF  
AQUAFIBER PACKAGING CORPORATION**

1. Paragraph 1 of the Amended and Restated Articles of Incorporation of AquaFiber Packaging Corporation is hereby amended to read as follows:

1. The name of the corporation is **AquaFiber Technologies Corporation**. The corporation was incorporated effective March 16, 2000.

2. Article I of the Amended and Restated Articles of Incorporation of AquaFiber Packaging Corporation is hereby amended to read:

**"ARTICLE I - NAME**

The name of the corporation is **AquaFiber Technologies Corporation** (hereinafter called the "Corporation")."

3. Article V of the Amended and Restated Articles of Incorporation of AquaFiber Packaging Corporation is hereby amended to read:

**"ARTICLE V - CAPITAL STOCK**

1. **Authorized Capital Stock.**

- (A) The maximum aggregate number of shares of common stock, par value of \$.000333
- (B) per share (the "Common Stock"), that this Corporation shall have authority to issue is 60,000,000 shares.
- (C) The maximum aggregate number of shares of "blank check" preferred stock, par value \$.000333 per share (the "Preferred Stock"), that this Corporation shall have authority to issue is 30,000,000 shares.
- (D) No fractional shares shall be issued.
- (E) No shareholder of any stock of the Corporation shall have preemptive rights.

3. **Series A Convertible Preferred Stock.**


Of the 30,000,000 shares of Preferred Stock authorized for issuance, 28,000,000 shares are hereby designated as Series A Convertible Preferred Stock (the "Series A Preferred Stock"). The powers, designations, preferences and relative, participating, optional or other special rights of the Series A Preferred Stock authorized hereunder, and the qualifications, limitations and restrictions of such preferences and rights, are as follows:"


4. The remainder of the Articles of the Amended and Restated Articles of Incorporation of AquaFiber Packaging Corporation shall remain the same.

5. The foregoing was adopted by the Directors and Shareholders of this corporation on August 22, 2003.

6. This Amendment was approved by a sufficient vote of the Shareholders pursuant to the Bylaws of the corporation.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed this Articles of Amendment this 22<sup>nd</sup> day of October, 2003.

  
\_\_\_\_\_  
G. Thomas Bland, Jr., President

  
\_\_\_\_\_  
G. Thomas Bland, Jr., Secretary

**STATE OF FLORIDA  
COUNTY OF ORANGE**

**BEFORE ME**, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, on this day personally appeared **G. THOMAS BLAND, JR.**, President and Secretary of AquaFiber Packaging Corporation, to me known to be the person described in and who executed the foregoing Articles of Amendment and he acknowledged before me that he executed the same freely and voluntarily and for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 22<sup>nd</sup> day of October, 2003.

  
\_\_\_\_\_  
Notary Public, State of Florida

