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Amended & Restated & Name Change

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/29/05

CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 456719 7445280

AUTHORIZATION Patricia Paggiuto

COST LIMIT : $ 43.75

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ORDER DATE : June 29, 2005

ORDER TIME : 12:39 PM

ORDER NO. : 456719-005

CUSTOMER NO: 7445280

CUSTOMER: Mr. Michael Hoover
Florida Hydro, Inc.
171 Comfort Road

Palatka, FL 32177

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DOMESTIC AMENDMENT FILING

*********FILE 1ST*********************

NAME: GULF STEAM ENERGY, INC.

EFFECTIVE DATE:

______ ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Darlene Ward -- EXT# 2935
EXAMINER'S INITIALS: ________

# AMENDED AND RESTATED ARTICLES OF INCORPORATION OF:

# GULF STREAM ENERGY, INC.

FILED
05 JUN 29 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1007, Florida Statues, this Corporation adopts the following Articles of Amendment and Restatement to its Articles of Incorporation:

Article 1 is amended to be:

Article I NAME

The name of the corporation is OpenHydro, Inc.

Article II is amended to be:

ARTICLE II PURPOSE

The Corporation is organized for the purpose of transacting any and all business for which a corporation may be formed under Chapter 607 of the Florida Statutes, as amended from time to time.

ARTICLE III is amended to be:

Article III PRINCIPAL OFFICE

The address of the principal office is: 171 Comfort Road, Palatka, Florida 32177.

Article IV is amended to be:

Article IV CAPITAL STOCK

To the greatest extent permitted under law, the Board of Directors, without the need for Shareholder approval, shall have the authority to take action or inaction with respect to the securities of the Corporation, including issuance, authorization, suspension or change of any rights or interests, substitution, and cancellation.

The capital stock of the Corporation shall consist of a total of 2,000,000 shares of Common Stock as follows:

A total of 2,000,000 shares of Common Stock, par value $.005 per share, each share having one vote.

In addition, the Corporation shall have the right to issue a total of an additional

1,000,000 shares of Preferred Stock, par value $.005, as follows:

The Preferred Stock shall be issuable, in the discretion of the Board of Directors, in one or more series, to be designated also in the discretion of the Board of Directors. Further, besides establishing the series, the Board shall, in its discretion, have the right to fix the number of shares in such series, and the preference, rights, and restrictions which apply, including, without limitation, any voting rights, dividend rights, liquidation rights, conversion rights, transfer rights, and redemption rights.

Article V is amended to be:

Article V BOARD OF DIRECTORS

The Corporation shall have at least one Director and up to seven Directors, and the Board of Directors shall have, to the fullest extent permitted by law, the authority to set the number of positions on the Board, and to change same from time to time, provided there is at least one Director. The current Directors are:

Herbert Williams

Article VI is amended to be:

Article VI CONTROL SHARES; AFFILIATED TRANSACTIONS

The Corporation elects not to be governed by Florida Statute Section 607.0902, as amended from time to time, relating to control share acquisitions, and the Corporation elects not to be governed by Florida Statute Section 607.0901, as amended from time to time, concerning affiliated transactions.

Article VII is amended to be:

ARTICLE VII INDEMNIFICATION

The Corporation shall indemnify officers and Directors of the Corporation and any and all subsidiaries from any and all claims, obligations, liabilities, and attorneys fees and costs, resulting or arising from action or inaction while performing their duties, in the discretion of the Board of Directors, to the fullest extent permitted by law.

The following Articles are **added** to the Articles of Incorporation:

ARTICLE VIII BOARD OF DIRECTORS AUTHORITY

In addition to such other authority granted under Florida law, the other Articles of the Articles of Incorporation, and the Bylaws, except to the extent such right is unconditionally vested with the Shareholders or in any case prohibited by law, the Board of Directors shall have the authority to take any action or make any determination, without the need for

Shareholder approval, including, without limitation, changing the Articles of Incorporation and Bylaws of the Corporation, and with respect to mergers, acquisitions, the issuance of securities, stock splits, reverse or otherwise, and similar events.

ARTICLE IX DURATION

The duration of the Corporation is perpetual.

APPROVAL:

The above Amendment and Restatement, including changes and additions, were approved by the Shareholders. The number of votes cast for the Amendments was sufficient for approval, in that at least a majority of the shares issued were voted in favor. The Board of Directors also approved this document by a unanimous vote of all Director(s). The amendment was adopted June 14, 2005.

Signed this date: June 15, 2005

Signature: Herbert L. Williams

President

Herbert L. Williams