

P04000066698

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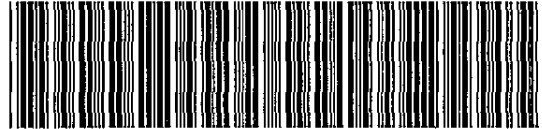
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04 JUL 12 PM 4:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amendment
07/19/04
DC

FILED
04 JUL 12 PM 4:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT OF THE
ARTICLES OF INCORPORATION OF
AQUASTEL AMERICAS, INC.
DOCUMENT NO.: P04000066698

Pursuant to the provisions of the Florida General Corporation Act, the undersigned for profit Florida corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Aquastel Americas, Inc.
2. The following amendment of the Articles of Incorporation was adopted by the shareholders of the Corporation on the 8th day of July, 2004, in the manner prescribed by the Florida General Corporation Act:

Article IV of the Articles of Incorporation of Aquastel Americas, Inc., which were filed on April 21, 2004, is hereby deleted in its entirety and is amended to read as follows:

ARTICLE IV

The total number of shares of capital stock which the corporation shall have the authority to issue is as follows:

- (a) Twenty Million (20,000,000) shares of Class A voting common stock having \$.001 par value.
- (b) Two Million (2,000,000) shares of Class B non-voting common stock having \$.001 par value.

Except as otherwise required by law, the holders of the outstanding Class A shares shall have exclusive voting rights and powers, and they shall be the only stockholders entitled to vote at any meeting of the stockholders. The holders of the outstanding Class B shares shall not be entitled to any voting powers at any stockholders' meeting.

3. The number of shares of the Corporation outstanding at the time of adoption of the amendment, and the number of shares entitled to vote thereon, was 9,000,000. The amendment was unanimously approved by action of the shareholders taken without a meeting.

4. The amendment shall be effective upon the filing of these Articles of Amendment with the Florida Department of State.

Dated: July 1, 2004.

AQUASTEL AMERICAS, INC.

By: Duke van Kalken

Duke van Kalken, President

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared **Duke van Kalken**, the President of **Aquastel Americas, Inc.**, who acknowledged that he executed the foregoing Articles of Amendment of the Articles of Incorporation for the purposes therein contained, and who is personally known to me or who produced N/A as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal in said County and State this 8th day of July, 2004.

(SEAL)

Debra Wilkinson
Debra Wilkinson, NOTARY PUBLIC
My Commission Number: CC998129
My Commission Expires: 3-22-05



Debra Wilkinson
MY COMMISSION # CC998129 EXPIRES
March 22, 2005
BONDED THRU TROY FAIR INSURANCE, INC.