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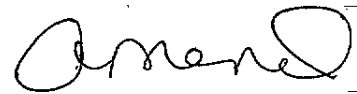
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 30, 1998

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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*****43.75 *****43.75

RE: Florida Aqua Foods, Inc.
a Florida corporation



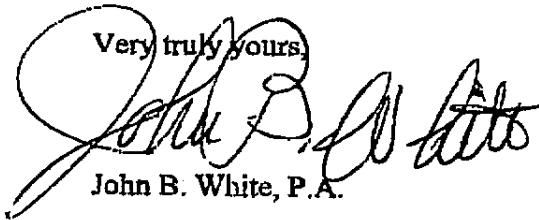
Ladies/Gentlemen:

Enclosed herewith are an original and one copy of the Articles of Amendment to the Articles of Incorporation for the above-referenced corporation, together with a check payable to the Secretary of State in the amount of \$43.75, to be applied as follows:

Filing Fee	\$35.00
Certified Copy	8.75
	<u>\$43.75</u>

Please return the certified copy to the attention of the undersigned at your earliest convenience.

Very truly yours,



John B. White, P.A.

JBW/enh

Enclosures: Check

Amendment to Articles in duplicate

cc: Mr. Don Haliburton (w/o enc.)

1/13/99

WPB05 80318.1 - ENH

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF
FLORIDA AQUA FOODS, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provision of Section 607.1006 of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is FLORIDA AQUA FOODS, INC. (the "Corporation").

2. The following amendment of the Articles of Incorporation was agreed to and adopted by the sole director of the Corporation on December 30, 1998 and by the sole shareholder of the Corporation on December 30, 1998, in the manner prescribed by Section 607.1003 of the Florida Statutes:

ARTICLE IV of the Articles of Incorporation of the Corporation shall be amended to read as follows:

"ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000,000 shares of One and no/100 dollar par value common stock, which shall be designated "Common Shares".

Dated: December 30, 1998

FLORIDA AQUA FOODS, INC.
a Florida corporation

By: 

Don Haliburton, Treasurer / Secretary