



F97000000795

ACCOUNT NO. : 072100000032

REFERENCE : 564074 5166735

AUTHORIZATION :

Patricia Pizeto

COST LIMIT : \$ 35.00

FILED
2002 MAY -6 PM12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : May 3, 2002

ORDER TIME : 10:19 AM

ORDER NO. : 564074-005

CUSTOMER NO: 5166735

CUSTOMER: Mr. Victor Corral
Aqua Clara Bottling &
1315 Cleveland Street

Clearwater, FL 33755

RECEIVED
02 MAY -6 AM 11:29
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: AQUA CLARA BOTTLING &
DISTRIBUTION, INC.

800005462568- -8

XX PROFIT

XX CORPORATE

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY

XX PLAIN STAMPED COPY

 CERTIFICATE OF GOOD STANDING

N.C.

C. Coullate MAY 06 2002

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER: _____

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F97000000 795
Document Number of Corporation (If known)

FILED
2002 MAY -6 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. AQUA CLARA BOTTLING & DISTRIBUTION, INC.
(Name of corporation as it appears on the records of the Department of State)

2. COLORADO
(Incorporated under laws of)

3. 2/13/1997
(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? APRIL 12, 2002

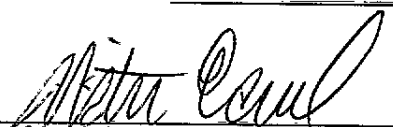
5. BEV SYSTEMS INTERNATIONAL, INC.
(Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)


(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

5/3/02
(Date)

VICTOR CORRAL
(Typed or printed name)

VP OF FINANCE
(Title)



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, DONETTA DAVIDSON, SECRETARY OF STATE OF THE STATE OF
COLORADO HEREBY CERTIFY THAT ACCORDING TO THE RECORDS OF

THIS OFFICE, ARTICLES OF AMENDMENT WERE FILED ON MARCH 1,
2002 CHANGING THE CORPORATE NAME OF

AQUA CLARA BOTTLING & DISTRIBUTION, INC.
(COLORADO CORPORATION)

TO

BEVSYSTEMS INTERNATIONAL, INC.

Dated: April 12, 2002

Donetta Davidson

SECRETARY OF STATE