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NAME: ACAPPELLA NATURAL SPRING WATER INC.

AUDIT NUMBER.....H97000005101

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

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ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION  
OF  
ACAPPELLA NATURAL SPRING WATER INC.

Pursuant to the provisions of the Florida Statutes, on January 6, 1997 all of the directors and a majority-in-interest of the shareholders of Acappella Natural Spring Water Inc., a Florida corporation (the "Corporation"), adopted the following resolutions by written consent:

**RESOLVED:** That the number of authorized shares of the Corporation's common stock, \$1.00 par value per share, should be increased from 1,000,000 to 5,000,000.

**RESOLVED:** That the Articles of Incorporation as filed with the Florida State Department should be amended to reflect the foregoing resolution.

**RESOLVED:** That the President of the Corporation is authorized to take any and all action necessary in order to reflect the change in authorized capital of the Corporation.

No more than a majority in interest of the shareholders is required either by the Florida Statutes or the Articles of Incorporation or Bylaws of the Corporation to effect a change in the authorized capital of the Corporation.

NOW THEREFORE, in accordance with the foregoing resolutions, Article IV of the Corporation's Articles of Incorporation is amended in part to read as follows:

ARTICLE IV. CAPITAL STOCK

The Corporation is authorized to issue two classes of shares of capital stock to be designated respectively "Preferred" and "Common". The total number of Preferred shares authorized is 176,500 and the total number of Common shares authorized is 5,000,000....

[The balance of Article IV remains unchanged.]

IN WITNESS WHEREOF, the President of the Corporation has executed and submitted this instrument this 6 day of January, 1997.

  
Roger Q. Wood, President

Prepared by:  
Mark H. Mirkin, Esq.  
Florida Bar No.: 0464694  
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