

8/31/98

FLORIDA DIVISION OF CORPORATIONS
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((H98000016241 5)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: TESCHER, LIPPMAN, VALINSKY & KAIN
CONTACT: PATRICIA FOX-BUTLER
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NAME: PURE H2O BIO-TECHNOLOGIES, INC.

AUDIT NUMBER.....H98000016241

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 2

CERT. COPIES.....1

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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TALLAHASSEE, FLORIDA

AM
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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
PURE H2O BIO-TECHNOLOGIES, INC.

The Articles of Incorporation, as amended, of Pure H2O Bio- Technologies, Inc., a Florida corporation (the "Corporation"), are hereby amended as follows:

Article IV is deleted in its entirety and substituted by the following:

ARTICLE IV

The maximum number of shares of stock that this Corporation shall be authorized to issue and have outstanding at any one time shall be 60,000,000 which are to be divided into two classes as follows:

50,000,000 shares of common stock, par value \$.001 per share; and
10,000,000 shares of preferred stock, par value \$. 001 per share.

The preferred stock may be created and issued from time to time in one or more series and with such designations, rights, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such preferred stock as may be adopted from time to time in the sole discretion by the Corporation's Board of Directors pursuant to the authority in this paragraph given.

The Articles of Incorporation are further amended to add the following:

ARTICLE X

AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE XI

CONTROL SHARE ACQUISITIONS

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

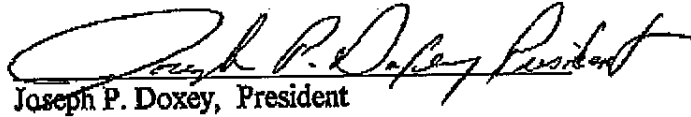
Fax Audit No. H98000016241 5
Jay L. Valinsky, Esq.
1 Financial Plaza #2308
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The foregoing was adopted by the written consent of the directors on August 11, 1998, and the majority of the shareholders of the Corporation on August 11, 1998, pursuant to Sections 607.0821 and 607.0704, Florida Statutes. The number of votes cast for the amendment by the shareholders was sufficient for approval.

Dated as of August 11, 1998.


Joseph P. Doxey, President

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this day of August 11, 1998 by Joseph P. Doxey as President of Pure H2O Bio- Technologies, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced FL - D. C. as identification and did/did not take an oath.

Notary Public:



sign

print

State of Florida at Large (Seal)

My Commission Expires:

10/28/01

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