L15520

CAPITAL CONNECTION, INC.
417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

00 AUG 30 PM 12:45
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pure H2O Bio-Technologies, Inc.

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RECEIVED

___ Art of Inc. File___
___ LTD Partnership File___
___ Foreign Corp. File___
___ L.C. File___
___ Fictitious Name File___
___ Trade/Service Mark___
___ Merger File___
✓ Art. of Amend. File Photo
___ RA Resignation___
___ Dissolution / Withdrawal___
___ Annual Report / Reinstatement___
___ Cert. Copy___
✓ Photo Copy___
___ Certificate of Good Standing___
___ Certificate of Status___
___ Certificate of Fictitious Name___
___ Corp Record Search___
___ Officer Search___
___ Fictitious Search___
___ Fictitious Owner Search___
___ Vehicle Search___
___ Driving Record___
___ UCC 1 or 3 File___
___ UCC 11 Search___
___ UCC 11 Retrieval___
___ Courier___

C. COULLIETTE AUG 30 2000

Signature

Requested by: CD 8/30/00 11:00

Name Date Time

Walk-In ___ Will Pick Up ___

Articles of Amendment to the
Articles of Incorporation
of Pure H20 Bio-Technologies, Inc.

00 AUG 30 PM 12:45
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorpration, as amended, of Pure H20 Bio-Technologies, Inc., a Florida corporation (the "Corporation"), are hereby amended as follows:

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

"Article VI
The Corporation shall have a total of seven (7) directors, who shall be elected annually. Four (4) directors shall be elected by the holders of Series A Preferred Stock and Three (3) directors shall be elected by the holders of the Corporation's common stock."

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

"Article XII
Except as otherwise provided by law, the By-laws or any of them may be amended in any respect or repealed at any time, either (i) at any meeting of shareholders, provided that any amendment or supplement proposed to be acted upon at any such meeting has been described or referred to in the notice of such meeting, or (ii) at any meeting of the Board of Directors, provided that no amendment adopted by the Board of Directors may vary or conflict with any amendment adopted by the shareholders."

The foregoing was adopted by the written consent of the Board of Directors on July 5, 2000 and the majority of shareholders of the Corporation on July 5, 2000 pursuant to Sections 607.0821 and 607.0704 of the Florida Statutes. The number of votes cast for the amendment by the shareholders was sufficient for approval.

Dated: August 28, 2000

Joseph P. Doxey, President

Joseph P. Doxey, President

State of Florida
County of Palm Beach
The foregoing instrument was acknowledged befor me this ___ day of August, 2000 by Joseph P. Doxey as President of Pure H20 Bio-Technologies, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced a Florida drivers license as identification and did not take an oath.

Notary Public: ____________________

STATE OF FLORIDA
COUNTY OF PALM BEACH
SUBSCRIBED BEFORE ME
8-29-00

JUDY E.H. TONA
MY COMMISSION # CC 758701
EXPIRES: July 12, 2002
Bonded Thru Notary Public Underwriters