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DIVISION OF CORPORATIONS

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From:

Account Name : YOUR CAPITAL CONNECTION, INC.
Account Number : 120000000257
Phone : (850) 224-8870
Fax Number : (850) 224-7047

BASIC AMENDMENT

PURE H2O BIO-TECHNOLOGIES, INC.

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$35.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 MAR 10 PM 2:42

FILED

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

FILED
05 MAR 10 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 as follows:

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 325,000,000 which are to be divided into two classes as follows: 300,000,000 shares of common stock, par value, \$.001 per share; and 25,000,000 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 expresses 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 foregoing was adopted by the written consent of the directors on March 1, 2005, and the majority of the preferred stockholders and common stockholders of Pure H2O Bio-Technologies, Inc., a Florida corporation, in accordance with section 607.0704 of the Florida Business Corporation Act. The number of votes cast for the amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, said Pure H2O Bio-Technologies, Inc., has caused this Amendment to be signed by Joseph P. Doxey, its President, and its corporate seal to be hereunto affixed and attested by Dennis Boudreaux, as Assistant Secretary, this 9th day of March, 2005, and each of said persons by his signature hereto affirms, under penalties of

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CAPITAL CONNECTION

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perjury, that this Certificate is his act and deed and the act and deed of said Corporation, and that the facts stated therein are true.

PURE H2O BIO-TECHNOLOGIES, INC.

By:

Joseph P. Doxey, President
Joseph P. Doxey, President
CORPORATE SEAL

ATTEST:

Dennis Boudreaux
Dennis Boudreaux, Assistant Secretary

ACKNOWLEDGEMENT

STATE OF FLORIDA)

SS:

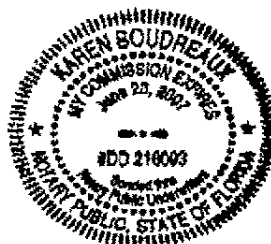
COUNTY OF PALM BEACH)

Before me personally appeared Joseph P. Doxey, President of Pure H2O Bio-Technologies, Inc. to me well known and known to me or who produce a Florida drivers license as identification, and acknowledged to and before me that he executed said instrument on behalf of the Corporation for the purposes therein expressed, and who did/did not take an oath.

WITNESS my hand and official seal, this 9th day of March, 2005

Karen Boudreaux
Notary Public
State of Florida at Large

My Commission Expires:



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