

FEB. 28. 2006 2:41PM

CAPITAL CONNECTION

NO. 5067 P. 1

L15520

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H06000053942 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : YOUR CAPITAL CONNECTION, INC.
Account Number : I20000000257
Phone : (850) 224-8870
Fax Number : (850) 224-7047

FILED
06 FEB 28 AM 10:00
TALLAHASSEE, FLORIDA

FOR AMND/RESTATE/CORRECT OR O/D RESIGN

PURE H2O BIO-TECHNOLOGIES, INC.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$35.00

Electronic Filing Menu

Corporate Filing Menu

Help

Amund @ 3.1.06

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

FILED
06 FEB 28 AM 10:00
CLERK OF CIRCUIT COURT
TALLAHASSEE, FLORIDA

The Articles of Incorporation, as amended, of Pure H2O Bio-Technologies, Inc., a Florida corporation (the "Corporation"), are hereby amended pursuant to the provisions of Section 607.1006, Florida Statutes, 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 6,025,000,000 which are to be divided into two classes as follows: 6,000,000,000 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 February 28, 2006, and the majority of stockholders of Pure H2O Bio-Technologies, Inc., a Florida corporation, in accordance with Title XXXVI, Chapter 607, Section 607.0821 and 607.0704 of the Florida Statutes, respectively. 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, this 28th day of February, 2006, and each of said persons by his signature hereto affirms, under penalties of 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