

MAR. 3. 2008 11:49AM

CAPITAL CONNECTION

NO. 4935

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To:

Division of Corporations
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Account Name : YOUR CAPITAL CONNECTION, INC.
Account Number : I20000000257
Phone : (850) 224-8870
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PURE H2O BIO-TECHNOLOGIES, INC.

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STATE OF FLORIDA
ARTICLES OF AMENDMENT OF
ARTICLES OF INCORPORATION
OF PURE H₂O BIO-TECHNOLOGIES, INC.

Pure H₂O Bio-Technologies, Inc. (the "Corporation") a corporation organized and existing under and by virtue of the Florida Statutes does hereby certify:

FIRST: That the Board of Directors of the Corporation, by written consent of its Directors, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Articles of Incorporation of the Corporation:

RESOLVED that the Articles of Incorporation of this Corporation be amended by changing Article Fourth of the Articles of Incorporation as follows:

FOURTH

Article Fourth of the Company's Articles of Incorporation, as amended, is to be amended to add the following immediately after the present Section (1) thereof (which sets forth the number and par value of the Company's authorized capital stock, none of which is being amended):

"Effective on the date and time of filing (the "Effective Time"), each forty-five hundred (4,500) shares of Common Stock then issued shall be automatically combined into one (1) share of Common Stock of the Corporation (reverse split). No fractional shares or script representing fractions of a share shall be issued, but in lieu thereof, each fraction of a share that any Stockholder would otherwise be entitled to receive shall be rounded up to the nearest whole share and no additional script or payment made."

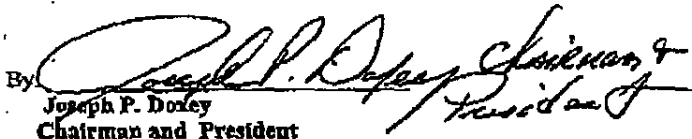
SECOND: That in lieu of a meeting of the Corporation, a majority of the holders of the Corporation's Capital Stock have given their written consent to said amendment in accordance with the provisions of Title XXXVI, Chapter 607, Section 607.0704 of the Florida statutes, and written notice of the adoption of the amendment has been given as provided in Title XXXVI, Chapter 607, Section 607.0704 of the Florida statutes to every Stockholder entitled to such notice.

THIRD: That the foregoing amendment of the Articles of Incorporation was duly adopted in accordance with the provisions of Title XXXVI, Chapter 607 of the Florida statutes.

FOURTH: That the capital of said Corporation shall not be reduced under or by reason said amendment.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed on this 3rd day of March, 2008.

Pure H₂O Bio-Technologies, Inc.

By 
Joseph P. Dooley
Chairman and President

08 MAR 23 PM 3:15
SECRETARY OF STATE
ALACHUA COUNTY, FLORIDA

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