

APR 9, 2008 1:04PM
Division of Corporations

CAPITAL CONNECTION

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NO. 5671 Page 1 of 1

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PURE H2O BIO-TECHNOLOGIES, INC.

Certificate of Status	0
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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
PURE H₂O BIO-TECHNOLOGIES, INC.**

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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 50,025,000,000 which are to be divided into two classes as follows: 50,000,000,000 shares of common stock, par value, \$.00001 per share; and 25,000,000 shares of preferred stock, par value, \$.00001 per share;

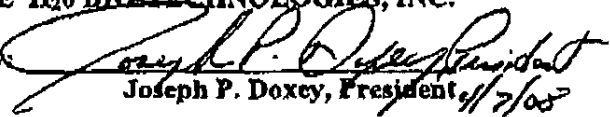
The preferred stock may be created and issued from time to time in one or more series and with such designations, rights, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations, or restrictions thereof as shall 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 April 7, 2008, and the majority of the preferred stockholders and common 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 7th day of April, 2008, 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 4/7/08