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Tech-Pure Water Coolers Inc.
8420 Ulmerton Road
Suite 412
Largo, Florida 33771

May 31, 2000

The Honorable Katherine Harris
Secretary of State
Division of Corporations
Tallahassee, Florida

FILED
00 JUN -5 AM 10:38
TALLAHASSEE, FLORIDA

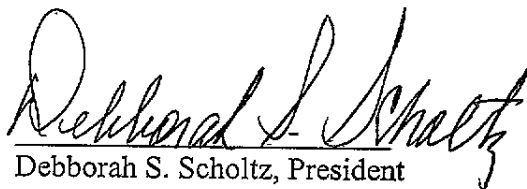
Dear Madam,

Enclosed is our check for \$43.75 and the Articles of Amendment of:

COOLERS BY TECH-PURE, INC.

We request that you return to us the Certified Copy of the Amendment.

Very truly yours,


Deborah S. Scholtz, President

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NC
6-13-00
DHS

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF
COOLERS BY TECH-PURE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, F.S., this Florida profit corporation adopts the following articles of amendment to its articles of incorporation;

FIRST: ARTICLE I, NAME is amended to read;

The name of the corporation is;

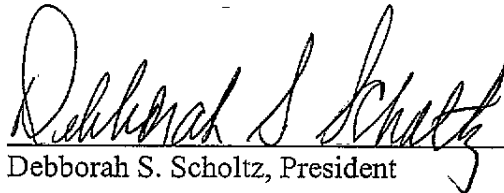
TECH-PURE WATER COOLERS, INC.

SECOND: The date of this amendment's adoption was May 31, 2000

THIRD: Adoption of Amendment;

This amendment was approved by the shareholder. The number of votes cast for the amendment, being all outstanding shares, was sufficient for approval.

Signed this 31st day of May, 2000


Deborah S. Scholtz, President