

WILLIAM R. SMITH

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January 18, 2001

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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

AQUATUNITY MARINE & PUMPS, INC./AQUATUNITY ENTERPRISES, INC.

Enclosed are the Articles of Amendment for the above-referenced corporation. I am also requesting a Certificate of Good Standing. I have enclosed a check for \$43.75 to cover these costs. Please return a file stamped copy of the Articles of Amendment along with the Certificate of Good Standing.

Thank you.

William R. Smith /wlm

WILLIAM R. SMITH

WRS/wlm

Enclosures - Check for \$43.75
Articles of Amendment
Return envelope

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*ae 1-24-01
r/c*

ARTICLES OF AMENDMENT
to

ARTICLES OF INCORPORATION
of

AQUATUNITY MARINE & PUMPS, INC.

Pursuant to the provisions of F.S.A. Section 607.1006, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

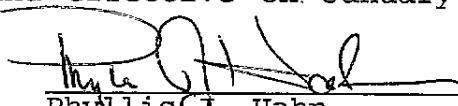
FIRST: The name of the corporation is changed to AQUATUNITY ENTERPRISES, INC.

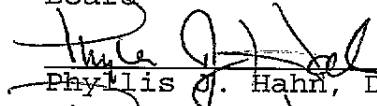
SECOND: The date of adoption of the amendment was January 5, 2001.

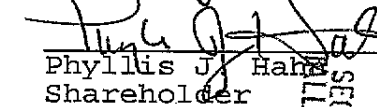
THIRD: The amendment was adopted by the joint action by unanimous consent of all of the corporation's Stockholders, there being only one class, and by unanimous consent of all of the corporation's Directors, at a special meeting held for the purpose, and pursuant to F.S.A. Sections 607.0704 and 607.0821, respectively, of the Florida Business Corporation Act. Such amendment shall be effective upon filing, as provided by the laws of the State of Florida.

FOURTH: There are no other Stockholders, Directors or members entitled to vote on the amendment, and the votes cast by those entitled was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has duly executed this Consent and the same being adopted and effective on January 5, 2001.


Phyllis J. Hahn,
President/Chairman of the
Board


Phyllis J. Hahn, Director


Phyllis J. Hahn
Shareholder

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