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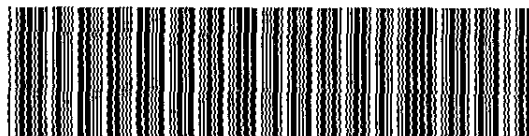
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03 AUG 20 AM 10:54

DIVISION OF CORPORATION

FILED

03 AUG 20 AM 11:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. Oculiste AUG 20 2003

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LAZARUS CORPORATE FILING SERVICE

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. HYDROPOWER EQUIPMENT, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
HYDROPOWER EQUIPMENT, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment (s) adopted:

Article number VIII is being amended as follows:

Mr. Juan P. Rojas has resigned as President, and Mr. Eduardo Cruz has been appointed on his place. And his address is: 555 NW 100 CT., Miami-Florida 33172

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows: The reclassification of 500 issued shares have been delivered to: Eduardo Cruz 400 issued shares and Elida Molina 100 issued shares.

THIRD: The date of each amendment's adoption: August 12, 2003

FOURTH: Adoption of Amendment(s) (check one)

 X The amendment(s) was/were adopted by the Incorporators or Board of Directors without shareholder action and shareholder action was not required.

 The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

 The amendment(s) was/were approved by the shareholders through voting groups.

[The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s).]

The number of votes cast for the amendment(s) was/were sufficient for approval by:

(voting group)

(Continued)

Signed: 16 day of August 2003

HYDROPOWER EQUIPMENT, INC.

(Corporation Name)

By 

(Chairman or Vice Chairman of the Board of Directors, President or other Officer if adopted by the shareholders)

(A Director or Incorporator if adopted by the Director or Incorporators)

JUAN P. ROJAS

(Typed or printed name)

PRESIDENT / INCORPORATOR

(Title)