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ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

HYDROPOWER EQUIPMENT, INC.

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 <u>VIII</u> is being amended as follows: Mr. Matias Cruz 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. Mr. Matias Cruz has been appointed as Secretary his address is 555 NW 100 CT., Miami-Florida 33172., and Mrs. Elida Molina has been appointed as Treasurer, 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 250 issued shares, Matias Cruz 50 issued shares and Elida Molina 200 issued shares.

THIRD: The date of each amendment's adoption: December 3, 2003

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

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 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)