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BASIC AMENDMENT

AQUATIC ENGINEERING & CONSTRUCTION INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

AQUATIC ENGINEERING & CONSTRUCTION INC.

(present name)

P01000082358

(Document Number of Corporation (If known))

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

FIRST: Amendment(s) adopted: *(Indicate article number(s) being amended, added or deleted)*

THE BOARD OF DIRECTORS/OFFICERS WILL BE AS FOLLOWS:

GUSTAVO A. VILLOLDO (P/D)
RAUL LLANERAS (V/D)
ROBERT DOUGHERTY (D)
LAZARA IRAIDA GONZALEZ (S)

9300 NW 25TH ST., STE. 208
MIAMI, FL 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:

GUSTAVO A. VILLOLDO	55%
RAUL LLANERAS	25%
ROBERT DOUGHERTY	15%
LAZARA IRAIDA GONZALEZ	5%

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THIRD: The date of each amendment's adoption: 05-12-03

FOURTH: Adoption of Amendment(s) (CHECK ONE)

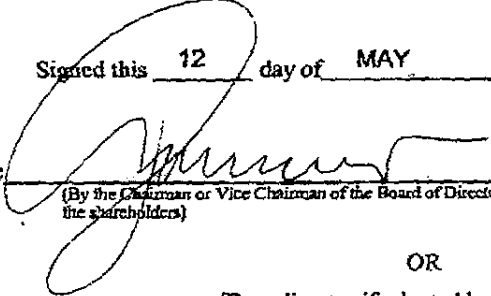
- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

- ☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 12 day of MAY, 2003

Signature


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

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

GUSTAVO A. VILLODO

(Typed or printed name)

P/D

(Title)