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NEW FILINGS	AMENDMENTS		
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SECRETARY OF STATE FALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

	AQUA CLEAR WATER SYSTEMS, INC.	-	
	•		
 			·
	(present name)		

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)

ARTICLE VI - INITIAL BOARD OF DIRECTORS

CORRECTION: RAPHAEL JIMENEZ SHOULD BE: RAFAEL JIMENEZ

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:

THIRD: T	he date of each amendment's adoption:
FOURTH:	Adoption of Amendment(s) (CHECK ONE)
0	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
XXX	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.
Si	gned this 24 day of JANUARY , AP 2002.
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)
	RICHARD E BALDWW Typed or printed name
	DIRECTOR