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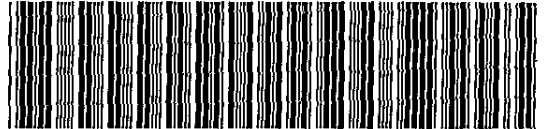
(Business Entity Name)

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FILED
04 SEP - 8 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
Ta 9.20.04

Articles of Amendment
to
Articles of Incorporation
of

Barefoot Pumping INC

(Name of corporation as currently filed with the Florida Dept. of State)

FILED
04 SEP -8 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7020000 9116

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Doug Denton has resigned as Sec. of
Barefoot Pumping & Kevin Woods HAS taken
his place. Doug Denton has signed his
10 shares back to Barefoot Pumping and
Kevin has been issued 10 shares.

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

(continued)

The date of each amendment(s) adoption: 8-25-04

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders 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 25 day of Aug., 2004

Signature

Eugene R Barefoot
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Eugene R Barefoot
(Typed or printed name of person signing)

Pres./Treas./V. Pres.
(Title of person signing)

FILING FEE: \$35