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BASIC AMENDMENT

AQUA-FOOD TECHNOLOGIES, INC.

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Amendment

4/1/04

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**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
AQUA-FOOD TECHNOLOGIES, INC.**

*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:

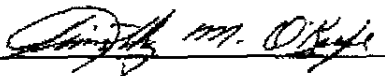
**ARTICLE IV: SHARES**

The number of shares authorized is 100.

SECOND: This amendment is to be considered effective as of the date signed.

THIRD: This amendment was adopted by the Board of Directors on 3/31/2004, without shareholder action and shareholder action was not required.

Signed this 31<sup>st</sup> day of MARCH, 2004.

Signature: 

Printed name & title: Timothy M. O'Keefe, Director

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