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BASIC AMENDMENT

AQUA-FOOD TECHNOLOGIES, INC.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST: Amendment(s) adopted:

ARTICLE V: OFFICERS/DIRECTORS

The name(s), address(es), and title(s):

Timothy M. O'Keefe, 3181 Matecumbe Key Rd. #5, Punta Gorda, FL 33955-President, Treasurer, Secretary, & Director

ARTICLE VI: REGISTERED OFFICE AND REGISTERED AGENT

The name and street address of the registered agent of this Corporation is:

Rexford R. Koch, CPA, 225 W. Virginia Avenue, Punta Gorda, FL 33950

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

THIRD: This amendment was adopted by the Board of Directors on December 10, 2003, without shareholder action and shareholder action was not required.

Signed this 10th day of December, 2003.

Signature: Timothy M. O'Keefe

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

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF AMENDMENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: Rexford R. Koch
Rexford R. Koch, CPA
Registered Agent

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