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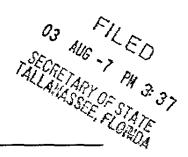
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8/12/03

## ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



AQUA ENGINEERS & SYSTEMS, INC.

PO3 (100 52107 (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)

Add William Mitchell As President, remove him as Vice President
These changes ARE effective 8/4/2003
Remove CAROLYN Mc Chord As President
She will be Vice president
and CFO. effective 8/4/2003
CAROLYN and William will remain
Aso As BOARD OF Directors

**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:	The date of each amendment's adoption: $8/4/2003$ .	
FOURTH	: Adoption of Amendment(s) (CHECK ONE)	
<u> </u>	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.	
Signature	Signed this 4th day of August, 2003.	
	(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)	
	CAROLYU A McChard (Typed or printed name)	
	Incorporator and Director	