

P03000128909

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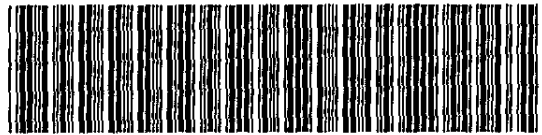
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DATE 02-10-90 BY 60324

Affordable Professional Services, Inc.

1301 East Oakland Park BLVD

Ft. Lauderdale, FL 33334

Phone: (954) 565-9929

Fax : (954) 565-1347

October 25, 2004

Stephen D. McCullough
designated "*Certified Legal Assistant*"
by Nat'l Assoc. of Legal Assistants, a
private org. not affiliated with Fla. Bar

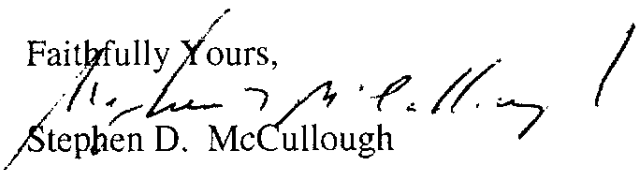
DIVISION OF CORPORATIONS
AMENDMENT SECTION
P.O. BOX 6327
TALLAHASSEE, FL 32314

Dear Amendment Section:

Please file the enclosed Amendment and return your acknowledgment to me
at my address listed above.

If you have any questions, please call.

Faithfully Yours,


Stephen D. McCullough

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
HYDROGAIN TECHNOLOGIES, INC.

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Document Number of Corporation

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendments Adopted:

Article IV is hereby amended to read:

The number of shares that this corporation is authorized to have outstanding at any one time is:

45,000,000 shares, of \$.01 par value, which shall be designated as "Common Shares"

5,000,000 shares, of \$.01 par value, which shall be designated as "Preferred shares"

SECOND: The date of each amendment's adoption is November 15, 2003.

THIRD: The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 15th day of November , 2003.



MILTON ARCHOLECAS
DIRECTOR / VICE-PRESIDENT