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DIVISION OF CORPORATIONS

BASIC AMENDMENT
WATER ACQUISITIONS, INC.

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ARTICLES OF AMENDMENT OF THE
ARTICLES OF INCORPORATION OF
WATER ACQUISITIONS, INC.


Pursuant to Sections 607.1003(6) and 607.1006, Florida Statutes, the Articles of Incorporation of Water Acquisitions, Inc. (the "Corporation") are hereby amended according to these Articles of Amendment:

FIRST: The name of the Corporation is Water Acquisitions, Inc.

SECOND: Article I of the Articles of Incorporation shall be amended to change the name of the Corporation to "HydroPure Systems, Inc."

THIRD: The foregoing amendment was adopted by written consent of all the shareholders of the Corporation, constituting a sufficient number of votes for the amendment to be approved in accordance with Sections 607.0704 and 607.1003(6) of the Florida Statutes, as of March 1, 2005.

IN WITNESS WHEREOF, the undersigned has executed this instrument as of March 2, 2005.



Michael D. Lester
President

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