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**GLENN T. SUNDIN**

ATTORNEY AT LAW

335 SOUTH PLUMOSA STREET, SUITE A

MERRITT ISLAND, FLORIDA 32952

LL.M. (TAXATION)  
CERTIFIED PUBLIC ACCOUNTANT (FLORIDA)

(321) 455-1511  
FAX (321) 455-1646

May 18, 2005

Florida Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Articles of Amendment to Articles of Incorporation  
for Waterwayz, Inc.

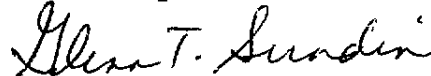
Dear Madam or Sir:

Find enclosed the original and one copy of the Articles of Amendment to the Articles of Incorporation for Waterwayz, Inc. Please process the above-referenced documents, obtain a certified copy and return it to me by regular mail.

Also find enclosed a check made payable to Florida Secretary of State in the amount of \$43.75 to cover your filing fees.

If you have any questions or comments please feel free to call me.

Sincerely,



Glenn T. Sundin

Enclosures

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF  
WATERWAYZ, INC.

WATERWAYZ, INC., a Florida corporation (the "Corporation"), organized and existing under the laws of the State of Florida, hereby certifies as follows:

Pursuant to unanimous written action of all of the shareholders and all the members of the Board of Directors of the Corporation in lieu of a special meeting, which vote was sufficient for approval, the following resolution was adopted on May 18, 2005, amending the Articles of Incorporation:

"RESOLVED, that the Corporation amend Article VII, Initial Board of Directors, of its Articles of Incorporation to read as hereinafter set forth:

ARTICLE VII  
Initial Board of Directors

This Corporation shall have one (1) Directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial Director of this Corporation are:

<u>Name</u>	<u>Address</u>
Stephen J. Winkler	1980 Porpoise Street Merritt Island, Florida 32952

RESOLVED, that the Corporation amend Article IX, Initial Officers, of its Articles of Incorporation to read as hereinafter set forth:

ARTICLE IX  
Initial Officers

The initial officers of the Corporation shall be as follows until a successor or successors are duly elected:

<u>Name</u>	<u>Position</u>
Stephen J. Winkler	President
Stephen J. Winkler	Secretary
Stephen J. Winkler	Treasurer"

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The Corporation has only one class of voting common stock. The number of votes cast by all of the shareholders for the amendment was sufficient to approve the amendment which was adopted by the shareholder on May 18, 2005.

WHEREUPON, at Merritt Island, Florida, the Corporation hereby certifies accordingly, under its corporate seal and the hands of its President and Secretary, so that, on the filing hereof, the Articles of Incorporation shall be deemed amended accordingly.

ATTEST:

  
Stephen J. Winkler, Secretary

Waterwayz, Inc., a  
Florida corporation

  
Stephen J. Winkler, President