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To: Division of Corporations  
Fax Number : (850) 205-0380

From: Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

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BASIC AMENDMENT

AKUA'S SHOP, INC.

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11/7/05  
Amend

③

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

AKUA'S SHOP, INC.

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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)

EFFECTIVE NOVEMBER 01 2005, HERNANDEZ, III, OETER J OF 145 EAST FLAGLER STREET SUITE K-01 RESIGNS AS DIRECTOR PRESIDENT, LIRA, RAUL E E OF 145 EAST FLAGLER STREET SUITE K-01 RESIGNS AS DVPS AND CASTELLANO, JEAN C 145 EAST FLAGLER STREET SUITE K-01 IS DESIGNATED PRESIDENT.

**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: 11/01/2005.

**FOURTH:** ADOPTION OF AMENDMENT(S) (CHECK ONE)

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TOTAL P.03

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✓ 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.

SIGNED THIS NOVEMBER 01 2005

SIGNATURE



(BY THE CHAIRMAN OR VICE-CHAIRMAN OF THE BOARD, PRESIDENT OR OTHER OFFICER IF ADOPTED BY THE SHAREHOLDERS)

OR

(BY DIRECTOR IF ADOPTED BY THE DIRECTORS)

OR

(BY AN INCORPORATOR IF ADOPTED BY THE INCORPORATORS)

\_\_\_\_\_  
(TYPE OF PRINTED NAME)  
JEAN C CASTELLANO- PRESIDENT

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