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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BROOKLYN WATER ENTERPRISES, INC.**
(A Florida For Profit Corporation)
Document No. P07000118377

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Pursuant to the provisions of section 607.1006, Florida Statutes, Brooklyn Water Enterprises, Inc., a Florida corporation, adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Brooklyn Water Enterprises, Inc. (the "Corporation").

SECOND: The Articles of Incorporation of the Corporation are hereby amended by deleting Article 7.1 thereof in its entirety and substituting in its place the following:

"7.1 Authorized Shares: The total number of shares of capital stock that the Corporation has the authority to issue is one hundred thirty million (130,000,000). The total number of shares of common stock that the Corporation is authorized to issue is one hundred million (100,000,000), and the par value of each share of such common stock is one one-hundredth of one cent (\$.0001). The total number of shares of preferred stock that the Corporation is authorized to issue is thirty million (30,000,000), and the par value of each share of such preferred stock is one one-hundredth of one cent (\$.0001)."

THIRD: The amendment set forth in the SECOND paragraph of these Articles of Amendment to the Articles of Incorporation of the Corporation was approved by a majority of the Shareholders of the Corporation eligible to vote by a Written Consent signed by them on May 14, 2018 manifesting their intention that this amendment be adopted pursuant to Section 607.1003, Florida Statutes, and the number of votes cast for said amendment was sufficient for approval.

The undersigned, as Secretary of the Corporation, has executed these Articles of Amendment to its Articles of Incorporation on May 14, 2018.



Robert S. Green, Secretary

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