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LAW OFFICE OF
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October 15, 1999

Florida Department of State
Division of Corporations
Attn: Amendments Section
P.O. Box 6327
Tallahassee, FL 32314

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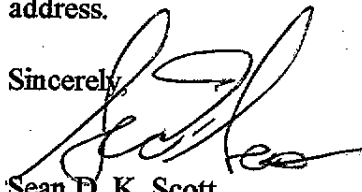
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*****35.00 *****35.00

Dear Amendments Section:

Enclosed please find an Amendment to the Article of Incorporation of Clearwater Shell, Inc. (document # P94000000715) changing the name of the corporation from "Clearwater Shell, Inc." to "Clearwater Gas & Service, Inc." also enclosed is a check in the amount of \$35,000 for the filing fee. If you have any questions, please feel free to contact me at the above phone number or address.

Sincerely,


Sean D. K. Scott
Attorney at Law

FILED
99 OCT 18 PM 4:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nc
T. LEWIS OCT 25 1999

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CLEARWATER SHELL, INC.**

FILED
99 OCT 18 PM 4:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: Article I is hereby amended to change the name of the corporation as follows:

ARTICLE I NAME

The name of the corporation shall be: Clearwater Gas & Service, Inc.

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:

N/A

THIRD: The date of each amendment's adoption: OCTOBER 14, 1999

FOURTH: The amendment was adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this 14th Day of OCTOBER, 19 99

Signature

Francia Georges

Francia Georges - Director, President