P94000017250

ARCTIC SPRING COPORATION

835 CREATIVE DRIVE - UNIT 1 LAKELAND, FLORIDA 33813

PHONE 941-646-4015

APRIL 17, 1998

FLORIDA DEPT. OF STATE DIVISION OF CORPORATIONS P.D. BOX 6327 TALLAHASSE. FLORIDA 32314

700002494207----04/20/98--01122--012 *****35.00 ******35.00

PLEASE FIND ATTACHED ARTICLES OF AMENDMENT FOR CHANGES TO THE ORIGINAL ARTICLE OF INCORPORATION UNDER SPARKLE PURE OF LAKE WALES CORPORATION. ALSO PLEASE FIND ENCLOSED A CHECK FOR \$35.00 TO COVER FILING FEES.

PLEASE BE KIND ENOUGH TO PROCESS THIS AT YOUR EARLIEST CONVENIENCE. FEE FREE TO CONTACT ME AT ADDITIONAL INFORMATION IS REQUIRED.

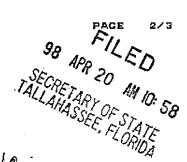
THANK YOU IN ADVANCE.

YOURS SINCERELY Chackule

RATHERINE CHACHULA PRESIDENT



ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



SPARKLE PURE OF LAKE WALES, INC.

(present name)

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)

ARTICLE 1: THE NAME OF THE COPORATION SHALL BE CHANGED TO ARCTIC SPRING CORPORATION.

ARTICLE 2: THE ADDRESS OF THE CORPORTION SHALL BE CHANGED TO 835 CREATIVE DRIVE-UNIT 1
LAKELAND, FLORIDA 338/3

ARTICLE B: THESE WILL BE THE OFFICERS OF ARTIC SPRING CORP.

PRESIDENT: KATHERINE CHACHULA

VICE PRESIDENT: KATHERINE WOODSMALL

SECRETARY: KATHERINE WOODSMALL

TREASURER: KATHERINE CHACHULA

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: T	he date of each amendment's adoption: APRIL 15, 1998 -ARTICLE 1, 2, 3
FOURTH:	Adoption of Amendment(s) (CHECK ONE)
٥	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
À	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
0	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
\$	signed this day 17TH of APRIL 1998
Signature	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by
D16112200-4	(By the Chairman or Vice Chairman of the Board or Directors, President of the shareholders)
	O Ř
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	KATHERINE CHACHULA Typod or printed name
	PRESIDENT - DIRECTOR - CHAIRMAN