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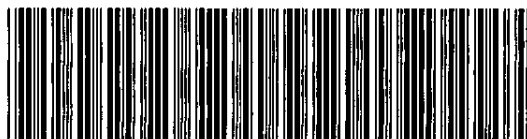
(Business Entity Name)

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 OCT 29 PM 2:10

Amend/CC
@ 11/3/08

Accounting Offices of
Antonio R. Lopez, CPA

Ocean Bank Building
782 NW Le Jeune Road
Suite 436
Miami, FL 33126
Ph (305) 448-3323
Fax (305) 448-3577
taxman1120@bellsouth.net

October 23, 2008

Division of Corporations
Amendments Section
P.O. Box 6327
Tallahassee, FL 32314

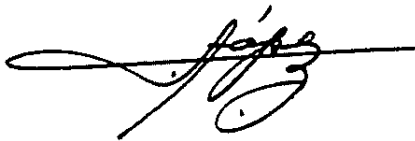
Dear Sir/Lady:

Enclosed please find the Amendment to the Articles of Incorporation **Bluewater of America, Inc.** as well as a check in the amount of \$ 43.75 to cover the filing fee and the certified copy fee. Please, record the document and mail back the filed copies to my office located at:

Antonio R Lopez, CPA
782 NW Le Jeune Rd
Suite 436
Miami, FL 33126

Thanking you for your time and consideration, I remain.

Sincerely yours,

A handwritten signature in black ink, appearing to read 'A. Lopez', with a long horizontal flourish extending to the left.

encl.

AMENDMENT to the ARTICLES of INCORPORATION

of

Bluewater of America Corp.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 OCT 29 PM 2:10

Bluewater of America Corp. a corporation of the State of Florida, whose principal office is located at 1502 NE 105th Street Miami Shores, FL 33138-2116 certifies pursuant to the provisions of state law, that at a meeting of the stockholders of said corporation called for the purpose of amending the Articles of Incorporation, and held on October 20, 2008, it was resolved by the vote of the holders of an appropriate majority of the shares of each class entitled to vote, which was sufficient for approval, that Article VIII and Article XIII of the Articles of Incorporation are amended to read as follows:

ARTICLE VIII - BOARD OF DIRECTORS

This corporation shall have 2 directors. The number of directors may be increased or diminished from time to time as provided for by the Bylaws. The names and addresses of the directors of this corporation are:

José V Silva Neto
President
1502 NE 105th Street
Miami, FL 33138-2116

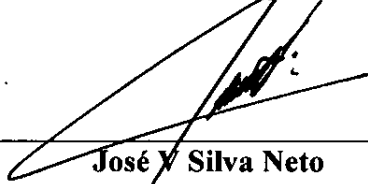
Elizete Masullo
Secretary
1502 NE 105th Street
Miami, FL 33138-2116

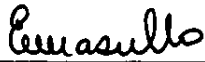
ARTICLE XIII - REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation and the name of the registered agent for this corporation at that address is.

José V Silva Neto
1502 NE 105th Street
Miami, FL 33138-2116

IN WITNESS WHEREOF, the undersigned subscribers have executed this Amendment to the Articles of Incorporation this **October 20, 2008**.



José V Silva Neto

Elizete Masullo

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT and REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent / registered office, in the State of Florida

FIRST that, **Bluewater of America Corp.** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation has named as its agent to accept service of process within this State.

**José V Silva Neto
1502 NE 105th Street
Miami, FL 33138-2116**

Having been named as registered agent and to accept service of process for the above stated corporation at place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



**José V Silva Neto
Registered Agent**