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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Linters Inc.

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| <input type="checkbox"/> | Limited Liability |
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| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|-------------------------------------|--------------------------------------|
| <input checked="" type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A. Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/QUALIFICATION | |
|----------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

☐ Certificate of FICTITIOUS NAME

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FILED
99 FEB 23 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDMENT
2/23/99
30 FEB 23 AM 11:04

**ARTICLES OF AMENDMENT
OF
LINTERS INC.**

FILED
99 FEB 23 PM 3: 03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.0602(4) of the Florida Business Corporation Act (the "FBCA"), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Linters Inc. (the "Corporation").

SECOND: Article I, Article V and Article XI of the Articles of Incorporation of the Corporation are amended to read as follows:

ARTICLE I

Name and Duration

The name of the corporation is Purely Cotton, Inc. The duration of the Corporation is perpetual.

ARTICLE V

Capital Stock

1. Authorized Capital. The maximum number of shares of stock which the Corporation is authorized to have outstanding at any one time is 38,000,000 shares, which shall be divided into classes as follows:
 - (a) Twelve Million (12,000,000) shares of preferred stock, par value \$.01 (hereinafter referred to as "Preferred Stock"), 1,771,000 shares of which shall be designated Series A Voting Preferred Stock, 1,771,000 shares of which shall be designated as Series A Non-Voting Preferred Stock (the Series A Voting Preferred Stock and the Series A Non-Voting Preferred Stock are sometimes collectively referred to herein as the "Series A Preferred Stock"), 1,319,000 shares of which shall be designated Series B Voting Preferred Stock and 1,319,000 shares of which shall be designated Series B Non-Voting Preferred Stock (the Series B Voting Preferred Stock and the Series B Non-Voting Preferred Stock are sometimes collectively referred to herein as the "Series B Preferred Stock");
 - (b) Twenty Five Million (25,000,000) shares of voting common stock, par value \$.01 (hereinafter referred to as "Voting Common Stock"); and

- (c) One Million (1,000,000) shares of non-voting common stock, par value \$.01 (hereinafter referred to as "Non-Voting Common Stock", with the Voting Common Stock and Non-Voting Common Stock sometimes collectively referred to herein as the "Common Stock").

ARTICLE XI

LIMITATION OF DIRECTOR LIABILITY AND DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS INDEMNIFICATION

(a) **Liability.** A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of FBCA, or (iv) for any transaction from which the director derived an improper personal benefit. If the FBCA is amended after the effective date of this article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended.

(b) **Indemnification.** The Corporation shall indemnify, in the manner and to the full extent permitted by law, any person (or the estate of any person) who was or is a party to, or is threatened to be made a party to any threatened, pending or complete action, suit or proceeding, whether or not by or in the right of the Corporation, and whether civil, criminal, administrative, investigative or otherwise, by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. The Corporation may, to the full extent permitted by law, purchase and maintain insurance on behalf of any such person against any liability which may be asserted against him or her. To the full extent permitted by law, the indemnification provided herein shall include expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, and, in the manner provided by law, any such expenses may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding. The indemnification provided herein shall not be deemed to limit the right of the Corporation to indemnify any other person for any such expenses to the full extent permitted by law, nor shall it be deemed exclusive of any other rights to which any person seeking indemnification from the Corporation may be entitled under any agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

ARTICLE XII

SHAREHOLDER ACTIONS BY CONSENT


Any action that may be taken at a meeting of the Corporation's shareholders may be taken by written consent by the shareholders holding of record or otherwise entitled to vote in the aggregate not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote on the action were present and voted. If action is taken by less than unanimous consent, the Corporation shall give nonconsenting shareholders prior notice of such action. Such notice shall include the resolution approved by the shareholders by written consent and shall be hand delivered or sent first-class mail to each nonconsenting shareholder at the address on the books and records of the Corporation. Unless the written consent specifies a different effective date, the action is effective when consents sufficient to authorize the action have been delivered to the Corporation.

THIRD: The amendment does not provide for an exchange, reclassification, or cancellation of issued shares.

FOURTH: The foregoing amendment was adopted by the Board of Directors of the Corporation on January 15, 1999 and was approved by the shareholders of the Corporation on February 2, 1999 who, by an annual meeting of shareholders, cast a sufficient numbers of votes to approve the amendments in accordance with the provisions of Sections 607.1006, 607.7025 and 607.7026 of the FBCA.

Dated: February 02, 1999

Linters Inc.,
a Florida corporation

By: 

Tim Paterson-Brown
President & CEO