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BASIC AMENDMENT

HEALTHWISE BEVERAGES, INC.

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Amendment 04/30/99

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ARTICLES OF AMENDMENT

Article I. Name

The name of this Florida corporation is:
HealthWise Beverages, Inc.

Article II. Amendment

The Articles of Incorporation of the Corporation are amended as follows:
Article V.

The Corporation shall have the authority to issue 50,000,000 shares of stock, par value \$.001 per share.

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Article III. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted on
April 29, 1999.

Article IV. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment.

The undersigned executed this document on the date shown below.

HealthWise Beverages, Inc.

By: [Signature]
G.K. Kuroda as attorney in fact

Name: J. Paul Hines

Title: President

Date: 4/29/1999

Corporate Creations International Inc.
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