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BASIC AMENDMENT
AIRTRUST CAPITAL CORP.

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ARTICLES OF AMENDMENT

Article I. Name

The name of this Florida corporation is AirTrust Capital Corp.

Article II. Amendment

The Articles of Incorporation of the Corporation are amended so that the name of the Corporation is changed from AirTrust Capital Corp. to Health Beverages Group, Inc.

Article III. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted on the date shown below.

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.

AirTrust Capital Corp.

By: J. Paul Hines

Name: J. Paul Hines

Title: President

Date: May 21st, 1999

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