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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: ACQUALIBERA CORP.

AUDIT NUMBER.....H98000009757

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 4

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

See 5/27



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 26, 1998

ACQUALIBERA CORP.
282 WESTWARD DR
MIAMI SPRINGS, FL 33166

SUBJECT: ACQUALIBERA CORP.
REF: P97000084210

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

THE PREPARER'S STATEMENT MUST INCLUDE THE ATTORNEY'S FLORIDA BAR NUMBER.
THE PREPARER'S STATEMENT IS ILLEGIBLE AND NOT SUITABLE FOR IMAGING.

ARTICLE VIII INCORPORATORS MUST STATE THE FOLLOWING: The names and street addresses of the incorporators to these Amended and Restated articles of incorporation are.....

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: ACQUALIBERA CORP.
AUDIT NUMBER.....H98000009757
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0 PAGES..... 4
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**AMENDED ARTICLES OF INCORPORATION
OF
ACQUALIBERA CORP.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. - CORPORATE NAME.

The name of this corporation is Acqualibera Corp.

ARTICLE II. - PRINCIPAL OFFICE.

The principal place of business of this corporation is 282 Westward Drive, Miami Springs, Florida 33166. The mailing address is 282 Westward Drive, Miami Springs, Florida 33166.

ARTICLE III. - PURPOSE

The original purpose of this corporation is to be a showroom for bathroom products.

ARTICLE IV. - DURATION

The period of duration of this corporation is perpetuity.

ARTICLE V. - CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100.

ARTICLE VI. - BOARD OF DIRECTORS

The Amended board of directors shall consist of three directors:

Robert R. R. Ortega
465 S. Royal Poinciana Blvd. #4B
Miami Springs, Florida 33166-0000

Prepared by: Inger M. Garcia, Esq.
Law Office of Inger M. Garcia
155 S. Miami Avenue: PH1
Miami, Florida 33130
(305)373-3932
Florida Bar Number: 0106917

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Mario Daniel Sapatta
1865 79th Street #7-N
Miami Beach, Florida 33141-0000

Roxana Maria Truscello
465 S. Royal Poinciana Blvd. #4B
Miami Springs, Florida 33166-0000

ARTICLE VII. - OFFICERS

Robert R. R. Ortega - President, Vice-President, and Secretary-treasurer.

ARTICLE VIII. - INCORPORATORS.

The names and street addresses of the incorporators to these Amended and Restated Articles of Incorporation are:

Mario Daniel Sapatta
1865 79th Street #7-N
Miami Beach, Florida 33141-0000

Roxana Maria Truscello
465 S. Royal Poinciana Blvd. #4B
Miami Springs, Florida 33166-0000

ARTICLE XI. - INDEMNIFICATION

The corporation shall indemnify and shall advance expenses on behalf of its Corporate Officers and Directors to the fullest extent not prohibited by law in existence either now or hereafter.


Prepared by: Inger M. Garcia, Esq.
Law Office of Inger M. Garcia
155 S. Miami Avenue: PH2
Miami, Florida 33130
(305)373-3922
Florida Bar Number: 0106917

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Registered Agent

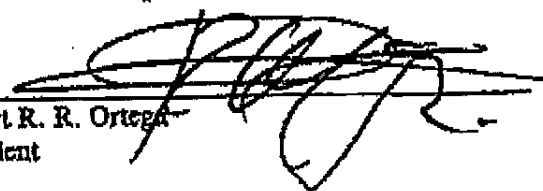
The undersigned, having been named as the registered agent and to accept service of process for Acqualibera Corp. at the place designated in this certificate, hereby accepts the appointment and designation as registered agent and agrees to act in this capacity. The undersigned is familiar with, and accepts the obligations of such position, and agrees to comply with the provisions of all statutes relating to the proper and complete performance of her duties as registered agent.


Inger M. Garcia, Esq.

5/26/98
Date

ADOPTION OF AMENDED ARTICLES OF INCORPORATION

These Amended Articles of Incorporation were adopted on May 26, 1998 by the shareholders.


Robert R. Ortega
President

Prepared by: Inger M. Garcia, Esq.
Law Office of Inger M. Garcia
155 S. Miami Avenue, PH1
Miami, Florida 33130
(305) 372-3972
Florida Bar Number: 0106917

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