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Florida Department of State
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05 AUG -4 AM 8:00
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05 AUG -4 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BASIC AMENDMENT

ULTRA-PURE BOTTLED WATER, INC.

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$35.00

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Corporate Filing

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Amend
@ 8/5/05

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ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
ULTRA-PURE BOTTLED WATER, INC.

FILED
05 AUG -4 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ULTRA-PURE BOTTLED WATER, INC., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in order to amend its Articles of Incorporation, in accordance with the requirements of Chapter 607, Florida Statutes, hereby certifies as follows:

- 1. The name of the Corporation is ULTRA-PURE BOTTLED WATER, INC.
- 2. The Articles of Incorporation of the Corporation were filed by the Florida Department of State on May 15, 1998, and amended by an Amendment to Articles of Incorporation filed on October 29, 1998 (collectively, the "Articles of Incorporation").
- 3. Article VII of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following Article:

ARTICLE VII
BOARD OF DIRECTORS

The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the by-laws.

- 4. Article VIII of the Articles of Incorporation is hereby deleted in its entirety.
- 5. This Amendment of the Articles of Incorporation was approved by a unanimous Written Consent of the Board of Directors of the Corporation, adopted on 29th June 2005, and by a unanimous Written Consent of the stockholders of the Corporation, adopted on

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June 29, 2005. The number of votes cast for this Amendment by the stockholders of the Corporation was sufficient for approval.

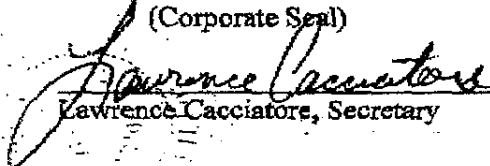
6. This Amendment shall be effective immediately upon filing by the Florida Department of State.

IN WITNESS WHEREOF, ULTRA-PURE BOTTLED WATER, INC. has caused these Articles of Amendment of the Articles of Incorporation to be executed by its President and Secretary.

ULTRA-PURE BOTTLED WATER, INC.

ATTEST:

(Corporate Seal)


Lawrence Cacciators, Secretary

By 
Domenick Vincent Traina, President

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