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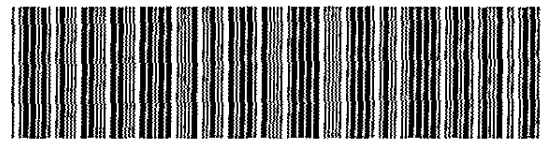
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04 APR 16 AM 11:41
STATE
TALLAHASSEE, FLORIDA

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April 12, 2004

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32304

Re: Articles of Amendment
Zero Impact Water Systems, Inc.

Gentlemen:

Enclosed please find the following:

1. Articles of Amendment to the Articles of Incorporation of Zero Impact Water Systems, Inc.
2. Check in the sum of \$35.00; and
3. Self-addressed stamped envelope.

Please file the Articles of Amendment Incorporation and return a conformed copy in the envelope provided.

Should you have any questions regarding this matter, please do not hesitate to contact my office.

Very truly yours,

URBAN J.W. PATTERSON, P.A.



Urban J.W. Patterson

UJWP/jbm
Enclosures

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
ZERO IMPACT WATER SYSTEMS, INC.

04 APR 16 AM 11:41
CLERK OF STATE
TALLAHASSEE, FLORIDA

FILED

1. Pursuant to Florida Statute Sections 607.1003 and 607.1006, paragraph 5 of the Articles of Incorporation of Zero Impact Water Systems, Inc., a Florida Corporation, is hereby amended to read as follows:


“5. The total number of shares of stock which the corporation shall have authority to issue is 10,000 shares, all of which shall be common shares with a par value of \$1.00 per share. The corporation is authorized to issue an additional 90,000 shares with a par value of \$1.00 per share.

The holders of the shares shall, upon the offering or sale for cash of shares of the same class, have the right, during a reasonable time and on reasonable terms fixed by the Board of Directors, to purchase such shares in proportion to their respective holding of shares of such class, unless the shares offered or sold are: (a) treasury shares, (b) issued as a share dividend, (c) issued or agreed to be issued for consideration other than money, or (d) released from pre-emptive rights by the affirmative vote of the holders of two-thirds of the shares entitled to such pre-emptive rights.”

2. The remaining terms of the Articles of Incorporation shall remain unchanged.

3. This amendment has been adopted by the board of directors and by a majority of shareholders entitled to vote; therefore, the number of votes cast for the amendment is sufficient for approval. The sole voting group is the shareholders of common shares.

This amendment is adopted as of March 1, 2004.



Russell Lambert, President