P99000017069

THE UNITED STATES CORPORATION COMPANY

01 FEB -1 PM 2:16
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 986310 80690A

AUTHORIZATION :

COST LIMIT : $ PREPAID

ORDER DATE : February 1, 2001

ORDER TIME : 10:27 AM

ORDER NO. : 986310-005

CUSTOMER NO: 80690A

CUSTOMER: Alison Herman, Esq
Breier And Seif, P.a.
Suite 1125
2800 Ponce De Leon Boulevard
Coral Gables, FL 33134

600003622916--3
-02/01/01--01046--004
*****43.75 *****43.75

DOMESTIC AMENDMENT FILING

NAME: AGUAMAN, INC.

EFFICTIVE DATE:

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward -- EXT# 1135

EXAMINER'S INITIALS: ________

RECEIVED
01 FEB -1 AM 11:22
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

G. COULLIETTE FEB 0 1 2001

FIRST AMENDMENT TO THE ARTICLES OF INCORPORATION

The undersigned, being all of the Stockholders of AGUAMAN, INC., a Florida corporation, do hereby manifest their intention that ARTICLE V of the Articles of Incorporation of AGUAMAN, INC., filed in the office of the Secretary of State of Florida on February 22, 1999, be amended effective January 31, 2001, so that ARTICLE V of the Articles of Incorporation shall now read and provide as follows:

FILED
01 FEB -1 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V – CAPITAL STOCK

The total number of shares of all classes of stock which the corporation shall be authorized to issue shall be of 2000 shares of Common Stock which shall consist of (i) 1000 shares of voting common stock, .1¢ par value per share ("Class A Common Stock"), and (ii) 1000 shares of nonvoting common stock, .1¢ par value per share ("Class B Common Stock").

Class A Common Stock and Class B Common Stock shall have the same designations, preferences, limitations and rights, excluding voting rights, specifically including all redemption rights and rights to dividends and liquidation distributions, without regard to class or voting rights. All property and stock distributions, whether by dividend or liquidation, shall be distributed between the two classes of stock proportionate to the number of then outstanding shares of each class. The two classes of common stock shall differ only with respect to voting rights.

This First Amendment was adopted by the Stockholders on January 17, 2001.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 17 day of January, 2001.

HOWARD LEVINE, Stockholder

GREGORY S. LEVINE, Stockholder

I, Gregory S. Levine, hereby certify that Howard Levine and Gregory S. Levine, are the Stockholders of AGUAMAN, INC. and this proposed amendment was approved by the Stockholders of AGUAMAN, INC. , at a meeting held January 17, 2001.

Gregory S. Levine, Secretary of
AGUAMAN, INC.

K:\CLIENTS.J-L\LEVINE.HOW\Agreemts-2000\1st Amd to Art-Inc.wpd