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BASIC AMENDMENT
EUPHORIA WATER COMPANY

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
EUPHORIA WATER COMPANY

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Pursuant to the Section 607.1006, Florida Statutes, this Florida corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Amendment adopted: Article III of the Articles of Incorporation is amended in its entirety to read as follows:

ARTICLE III - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000,000 shares of Common Stock having a par value of \$.01 per share.

SECOND: The date of the above amendment's adoption was February 14, 2002.

THIRD: Adoption of amendment was approved by the board of directors and the shareholders. The number of votes cast by the shareholders for the amendment was sufficient for approval.

Signed this 14 day of February 2002.

EUPHORIA WATER COMPANY

By: Euphoria Water Company
Name: Zalman Liptak
Title: President