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BASIC AMENDMENT

WATER WINGS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$43.75

AMEND  
KIPNIS  
6/18/2001 (7)

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6/18/2001

**ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF  
WATER WINGS, INC.**

The Articles of Incorporation of Water Wings, Inc., a Florida corporation (the "Corporation"), is hereby amended as follows:

Article III is deleted in its entirety and substituted by the following:

**ARTICLE III**

The aggregate number of shares which the Corporation shall have authority to issue is ten million (10,000,000) all of which are common shares of a par value of \$.01.

The foregoing was adopted by the written consent of the sole shareholder of the Corporation on June 14, 2001, pursuant to section 607.0704, Florida Statutes.

Dated: June 14, 2001

Steven M. Hacker, President & Secretary

STATE OF FLORIDA

)SS:

COUNTY OF Palm Beach

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 15th day of June, 2001, by Steven M. Hacker as President and Secretary of Water Wings, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced \_\_\_\_\_ as identification.

Notary Public

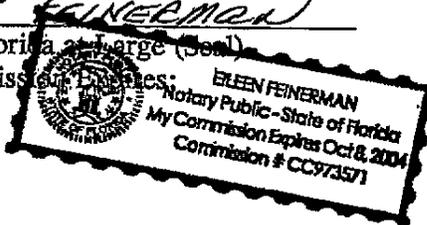
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EILEEN FEINERMAN

State of Florida at Large (Not)

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Fax Audit No. H01000074591 8  
Filed by: Steven N. Lippman, Esq.  
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