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BASIC AMENDMENT
WATER WINGS, INC.

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

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**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)
COUNTY OF Palm Beach) SS:

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.

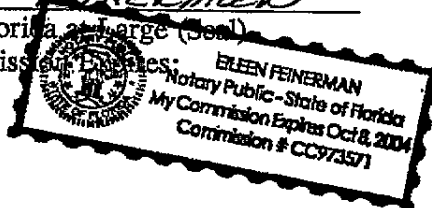
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0437/01-14001
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