

Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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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DIVISION OF CORPORATIONS

AMEND
KIPNIS
12-27

12/27/2001

**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:

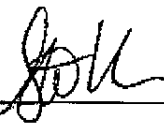
Article III is deleted in its entirety and substituted by the following:

ARTICLE III

The aggregate number of shares which the Corporation shall have authority to issue is twenty million (20,000,000) 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 December 12, 2001, pursuant to section 607.0704, Florida Statutes.

Dated: December 12, 2001



Steven M. Hacker, President & Secretary

STATE OF FLORIDA)

)SS:

COUNTY OF Palm Beach

The foregoing instrument was acknowledged before me this 12th day of December, 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 Florida Drivers License as identification.

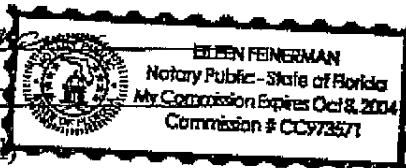
Notary Public:

sign 

print EILEEN FEIGERMAN

State of Florida at Large (Seal)

My Commission Expires:



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TALLAHASSEE, FLORIDA