

FROM CSC

(WED) MAY 15 2002 13:38/ST. 13:38/NO. 6308461796 P 1

P99000089985

Florida Department of State
Division of Corporations
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BASIC AMENDMENT

WATER WINGS, INC.

Certificate of Status	0
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Amendment

05/16/02 DC

FROM CSC

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 14, 2002

WATER WINGS, INC.
9980 CENTRAL PARK BLVD.N. #206
BOCA RATON, FL 33428

SUBJECT: WATER WINGS, INC.
REF: P99000089985

RESUBMIT
Please give original
submission date as file date.

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If the document was approved by a majority vote of the shareholders, it should also contain a statement that the number of votes cast by the shareholders was sufficient for approval.

ON THE LAST PAGE OF THE AMENDMENT PLEASE CHANGE THE WORDING FROM "AMENDED ARTICLES OF ORGANIZATION" TO "AMENDED ARTICLES OF INCORPORATION". THEWORD ORGANIZATION SUGGESTS A LIMITED LIABILITY COMPANY.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H02000138410
Letter Number: 202A00030623

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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

I, STEVEN M. HACKER, M.D., the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Amendment to the Articles of Incorporation of WATER WINGS, INC. (the "Corporation") under Chapter 607.1006 of the laws of the State of Florida:

1. Pursuant to the Chapter 607.1006 of the Florida statutes, the Corporation hereby adopts the following Amendments to the Articles of Incorporation (the "Amendment"):

ARTICLE I

The name of the Corporation is amended and restated in its entirety as follows:

MOBILE PATH SERVICES, INC.

ARTICLE III

Article III is deleted and restated in its entirety as follows:

The aggregate number of shares which the Corporation shall have authority to issue is twenty million (20,000,000) shares, comprised of fifteen million (15,000,000) common shares, having a par value of \$.01 per share, and five million (5,000,000) preferred shares, that may be issued from time to time in one or more series as determined by the Corporation's Board of Directors, which is authorized to designate all rights, preferences, privileges and restrictions attendant to each series as well as the number of shares authorized for issuance in each series, which matters shall be expressed in resolutions adopted by the Board of Directors and filed with the Florida Secretary of State as required by the Florida Statutes.

2. This Amendment was made effective by the Board of Directors of the Corporation on May 10, 2002.
3. This Amendment was adopted unanimously by the shareholders of the Corporation via written consent dated May 10, 2002.

FROM CSC

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IN WITNESS WHEREOF, I, Steven M. Hacker, M.D., the undersigned, being the President and a Director of the Corporation, make and file these Amended Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 10th day of May, 2002.

WATER WINGS, INC.



Steven M. Hacker, M.D.
President and Director

**CONSENT IN LIEU OF A SPECIAL MEETING
OF THE SHAREHOLDERS OF
WATER WINGS, INC.
A FLORIDA CORPORATION**

The undersigned, being all of the shareholders of Water Wings, Inc., a Florida corporation (the "Corporation"), hereby make the following written statement in lieu of holding a special meeting:

RESOLVED, that the Articles of Incorporation of the Corporation, as filed with the Secretary of State of Florida made effective October 1999 shall hereby be amended and restated as follows:

ARTICLE I

The name of the Corporation shall be **MOBILE PATH SERVICES, INC.**

ARTICLE III


The aggregate number of shares which the Corporation shall have authority to issue is thirty million (30,000,000) shares, comprised of twenty five million (25,000,000) common shares, having a par value of \$.01 per share, and five million (5,000,000) preferred shares, that may be issued from time to time in one or more series as determined by the Corporation's Board of Directors, which is authorized to designate all rights, preferences, privileges and restrictions attendant to each series as well as the number of shares authorized for issuance in each series, which matters shall be expressed in resolutions adopted by the Board of Directors and filed with the Florida Secretary of State as required by the Florida Statutes.

FURTHER RESOLVED, that the shareholders hereby authorize, empower and direct the directors of the Corporation to take such actions as may be necessary to effectuate this action as of this date.

THIS CONSENT may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute a single agreement.

Date: May 10, 2002

SHAREHOLDERS:


Steven M. Hacker, M.D.


Jill Hacker