V28200

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Amend

SL

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Paragon Water Systems, Inc.

DOCUMENT NUMBER: V28200

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

S. Lynn Clem, CFO
(Name of Contact Person)

Paragon Water Systems, Inc.
(Firm/ Company)

14001 63rd Way. North
(Address)

Clearwater, Fl 33760 -3619
(City/ State and Zip Code)

For further information concerning this matter, please call:

S. Lynn Clem, CFO at (727) 538-4704 ext 253
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☐ $35 Filing Fee
- ☐ $43.75 Filing Fee & Certificate of Status
- ☑ $43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- ☐ $52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF PARAGON WATER SYSTEMS, INC.

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

First: Article IV: *is amended to read in its entirety as follows:*

The Corporation shall be authorized to issue up to 10,000 shares of $1 par value common stock.

In the event of the sale of further shares of the Corporation's stock, each Stockholder shall have a preemptive right to purchase sufficient additional shares at the price and terms then offered so as to allow the Stockholders to maintain their pro rata ownership interest in the Corporation. If a Stockholder elects to not purchase his or her pro rate shares of stock so offered, such shares shall be offered for sale to all other Stockholders.

Second: The amendment was approved on September 20 2006.

Third: The amendment was approved by action taken pursuant to Section 607.0704, *Florida Statutes*, by shareholders owning a majority of the corporation's issued and outstanding shares entitled to vote thereon. The number of votes cast for the amendment was sufficient for approval.

Signed this 20th ~~st~~ day of September, 2006.

David Swain, President

#383348v1

PARAGON WATER SYSTEMS, INC.
DIRECTORS' WRITTEN CONSENT

The undersigned, as all the members of the Board of Directors of PARAGON WATER SYSTEMS, INC., Florida corporation (the "Company") unanimously agree, adopt, consent to, and order the following corporate actions under Section 607.0821 of the Florida Business Corporation Act (the "Act"):

1. The undersigned waive all formal requirements, including the necessity of holding a formal or informal meeting and any requirement that notice of such meeting be given.

2. The undersigned adopt the following corporate actions:

BE IT RESOLVED, that, subject to approval of stockholders owning a majority of the company's issued and outstanding shares of stock, Article IV of the Corporation Articles of Incorporation be revised to read as follows:

The Corporation shall be authorized to issue up to 10,000 shares of $1 par value common stock.

In the event of the sale of further shares of the Corporation's stock, each Stockholder shall have a preemptive right to purchase sufficient additional shares at the price and terms then offered so as to allow the Stockholders to maintain their pro rata ownership interest in the Corporation. If a Stockholder elects to not purchase his or her pro rate shares of stock so offered, such shares shall be offered for sale to all other Stockholders.

This Consent may be executed in any number of counterparts, each of which shall be deemed to be an original as against any party whose signature appears thereon, and all of which shall together constitute one and the same instrument. This Consent shall become binding when one or more counterparts hereof, individually or taken together, shall bear the signatures of all of the parties reflected hereon as the signatories hereto.

IN WITNESS WHEREOF, the undersigned as all of the members of the Board of Directors of the Company, execute the foregoing corporate action for the purpose of giving their consent to it as of the 20th day of September, 2006.

George Lutich

David E. Swain

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