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BASIC AMENDMENT

AQUATIC TRENDS, INC.

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
AQUATIC TRENDS, INC.

Pursuant to the provisions of §607.1006 Florida Statutes, the undersigned corporation hereby adopts the following amendment to its Articles of Incorporation filed September 12, 1994, amended September 15, 1994, and amended and restated June 16, 1999:

FIRST: The name of the Corporation is Aquatic Trends, Inc.

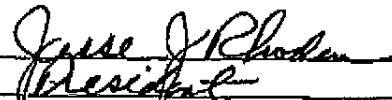
SECOND: Article 1 of the Articles of Incorporation, as amended, is hereby amended to read as follows:

"ARTICLE I. NAME

The name of the Corporation shall be AquaTrend, Inc."

THIRD: The foregoing amendment was adopted and approved by written consent of the Directors dated July 28, 1999, and by written consent of a majority of the shareholders of the corporation dated July 28, 1999. The number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to Articles of Incorporation as of the 28th day of July, 1999, and does hereby certify that the facts stated in these Articles of Amendment to Articles of Incorporation are true and correct.



Jesse Rhoden, President

John G. Igoe
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