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BASIC AMENDMENT
CANADIAN COOL CLEAR WATER, INC.

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Amendment
01/14/99

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

CANADIAN COOL CLEAR WATER, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted:

Article IV is hereby amended to read as follows:

The capital stock of this corporation shall consist of 50,000,000 shares of common stock having a par value of \$0.001 per share and 500,000 shares of preferred stock with a par value of \$0.001 per share.

The preferred stock may be issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, voting, optional or other rights, qualifications, limitations, restrictions thereof as shall be stated and expressed in the resolution or resolutions provided for the issuance of such preferred stock adopted by the Board of Directors pursuant to the authority in this paragraph given.

SECOND: There are no other changes at this time.

THIRD: This amendment was adopted on January 7, 1999.

FOURTH: The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 7th day of January, 1999.



Randy Larson, President

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