Our Ref:

Your Ref:

By: Hand Delivery

12th August, 2006

Registrar of Corporate Affairs
Registry of Corporate Affairs
Pasca Estate
Road Town
Tortola

Dear Madam,

RE: Watertrail Industries Ltd. (IBC# 679880)

I enclose an amendment to the memorandum and Articles of Association to change the Registered Office and Registered Agent to FGC Corporate Services Limited.

Yours faithfully,

FGC CORPORATE SERVICES LIMITED

Charles Kerins
11th August, 2006

Registrar of Corporate Affairs
Road Town, Tortola
British Virgin Islands

Dear Registrar:

Re: WATERTRAIL INDUSTRIES LTD.

We hereby confirm that we have no objection to the Registered Office of the above named Company being transferred to FGC Corporate Services Limited, of 425 Main Street, P.O. Box 144, Road Town, Tortola, British Virgin Islands.

Yours sincerely,
Commonwealth Trust Limited

[Signature]

[Name]
WATERTRAIL INDUSTRIES LTD.
(the "Company")

Certified Extract of Written Resolutions
of the Sole Director of the Company
adopted on 7th August, 2006

We, FGC Corporate Services Limited, hereby certify pursuant to section 166 of the Business Companies Act (1984) that the following is a true extract of Written Resolutions of the Directors of the Company adopted on 7th August, 2006:

1. **Amendment of Clause 2 of the Memorandum of Association**

   RESOLVED that Clause 2 of the Memorandum of Association of the Company be amended to read as follows:

   The Registered Office of the Company is located at the offices of FGC Corporate Services Limited, 125 Main Street, P.O. Box 144, Road Town, Tortola, British Virgin Islands.

2. **Amendment of Clause 3 of the Memorandum of Association**

   RESOLVED that Clause 3 of the Memorandum of Association of the Company be amended to read as follows:

   The Registered Agent of the Company is FGC Corporate Services Limited of 125 Main Street, P.O. Box 144, Road Town, Tortola, British Virgin Islands.

Dated this 18th day of August, 2006

FGC Corporate Services Limited
Registered Agent
INTERNATIONAL BUSINESS COMPANIES ACT (CAP.291)
(as amended)

Section 16(2)

Notice of amendment of the Memorandum and Articles of Association

TO: The Registrar of Companies

WATERTRAIL INDUSTRIES LTD.

Name of Company

679880

IBC No.

We, FGC Corporate Services Limited of 125 Main Street, P.O. Box 144, Road Town, Tortola, British Virgin Islands registered agent of the above company hereby certify that the document annexed hereto is a true copy of the Resolution of the Directors of the above company adopted on 2nd September, 1997.

Dated the 18th day of August, 2006

__________________________________________
Signed

Charles Kerins
Print or type name of signatory

__________________________________________
For official use