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00 OCT -2 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 847806 7222072
AUTHORIZATION : *Patricia Pignata*
COST LIMIT : \$ 35.000

ORDER DATE : September 28, 2000
ORDER TIME : 9:03 AM
ORDER NO. : 847806-005
CUSTOMER NO: 7222072

CUSTOMER: Eric Lyddon Davis, Legal Asst
Dfs Group Limited
First Market Tower
525 Market Street, 33rd Floor
San Francisco, CA 94105

100003410831--5

DOMESTIC AMENDMENT FILING

NAME: GREYHOUND LEISURE SERVICES,
INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

RECEIVED
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

N.C.

Q. COULLETTE OCT 02 2000

CONTACT PERSON: JEANINE REYNOLDS EXT 1133

EXAMINER'S INITIALS: _____

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
GREYHOUND LEISURE SERVICES, INC.**

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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.

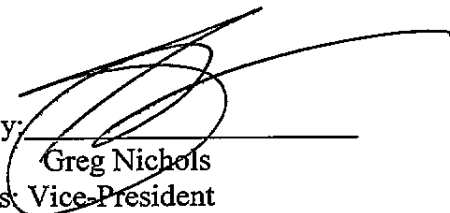
1. The name of this Corporation is: Greyhound Leisure Services, Inc.
2. Article I of the Articles of Incorporation is deleted in its entirety and replaced with the following provision, adopted by the unanimous written consent of the Corporation's shareholders effective as of September 30, 2000:

"The name of the corporation is:
Starboard Cruise Services, Inc."

3. The amendment contained herein was approved by the shareholders, and the number of votes cast for such amendment was sufficient for approval by the shareholders.

IN WITNESS WHEREOF, the undersigned Vice-President of this Corporation has executed these Articles of Amendment this 30th day of September, 2000.

GREYHOUND LEISURE SERVICES, INC.

By: 
Greg Nichols
Its Vice-President