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BASIC AMENDMENT

PORT OF TAMPA CREW CENTERS, INC.

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Amendment

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF
PORT OF TAMPA CREW CENTERS, INC.
(Charter# P#00000066700)

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

AMENDMENT ADOPTED TO ARTICLE IV:

The names and street addresses of the Directors are as follows:

NAME	ADDRESS
Albert Douk President	21399 Marina Cove Circle No. M12 Aventura, FL 33180
Sergio Massa Secretary	8347 SW 40 th Street Miami, FL 33155
Mark T. Hoffman Treasurer	21399 Marina Cove Circle No. M12 Aventura, FL 33180

THE DATE OF THE ADOPTION OF THIS AMENDMENT IS: July 16th, 2000

THE AMENDMENT WAS APPROVED BY THE SHAREHOLDERS. THE NUMBER OF VOTES CAST FOR THE AMENDMENT WAS SUFFICIENT FOR APPROVAL.

Signed this July 16th, 2000

PORT OF TAMPA CREW CENTERS, INC.

By 
Albert Douk
President