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DIVISION OF CORPORATIONS

BASIC AMENDMENT

PORT OF TAMPA CREW CENTERS, INC.

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

PORT OF TAMPA CREW CENTERS, INC. (Charter# P00000066700)

Fursuant 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
Mark T. Hoffman	21399 Marina Cove Circle No. M12
President, Treasurer	Aventura, FL 33180
Sergio Massa	8347 SW 40 th Street
V.P., Secretary	Miami, FL 33155

THE DATE OF THE ADOPTION OF THIS AMENDMENT IS: August 4th 2000

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

Signed this August 4th 2000

PORT OF TAMPA CREW CENTERS, INC.

Mark T Hoffman President SECKELANIC OF STATE TALLAHASSEE, FLORIDA