

P01000087386

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

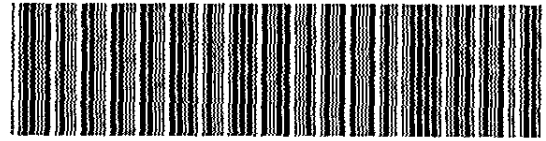
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

Note:
Filed pursuant to SP



900008753869

11/12/02--01145--003 **35.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 NOV 12 PM 3:39

Amend.

V SHEPARD NOV 20 2002

LAW OFFICES OF MASHA K. BACH, P.A.

Masha K. Bach, Esq.*
17768 Maplewood Drive
Boca Raton, Florida 33487
Tel: 561-999-9000
Fax: 561-999-0828
Cellular: 305-610-8668
bachlaw@bellsouth.net

* Admitted in FL, Washington, D.C. and CA

November 6, 2002

Via U.S. Mail, tracking receipt requested

Division of Corporations
Attention: Uniform Business Report
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir/Madam:

Enclosed please find two documents for filing pertaining to North Atlantic Ventures, Inc., a Florida corporation, and the corresponding filing fees for each document.

- (1) Amended UBR for the year 2002. This is a second amended filing to the Annual Report for the year 2002, reflecting a new registered agent and new officers/directors. A Certificate of Status is also requested. A check in the amount of \$70.00 is enclosed (\$61.25 + \$8.75).
- (2) Articles of Amendment to Articles of Incorporation. This is a second amendment of the original Articles of Incorporation being filed this year. Kindly forward this document to the Amendments Section, as needed. A check in the amount of \$35.00 is enclosed.

Thank you for your courtesy and attention to this matter. Please do not hesitate to call the undersigned if you should have any questions.

Sincerely,



Masha K. Bach, Esq.
Registered Agent and counsel to the corporation.

cc: I. Antonov / North Atlantic Ventures, Inc.
Enclosures(s)
MKB/mis

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
NORTH ATLANTIC VENTURES, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 NOV 12 PM 3:39

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

RECITALS: These (Second) Articles of Amendment to the Articles of Incorporation of North Atlantic Ventures, Inc., (the "Corporation") hereby supplement and amend Articles I, IV, VII and X of the Articles of Incorporation as drafted and executed on September 5, 2001 and further supplement and, to the extent inconsistent, supercede, the (First) Articles of Amendment to the Articles of Incorporation.

By corporate resolution and upon unanimous vote, on March 15, 2002, the shareholders of the Corporation executed a Stock Transfer and Shareholder Management Agreement of March 15, 2002 (the "Agreement"). The Agreement, duly executed by the acting President, Vice President, all Directors and all shareholders, is the sole and exclusive document governing the operations of the Corporation, designating share ownership, voting powers, officer and director responsibilities, and nominating the corporation's president. By these Articles of Amendment, the shareholders and the Board of Directors hereby incorporate herein by reference and restate all provisions of the Agreement as if fully stated herein.

Upon unanimous vote, on October 25, 2002, the shareholders of the Corporation and the Board of Directors issued Corporate Resolution 0037 ("Resolution 0037"). Resolution 0037 is incorporated herein by reference as if fully restated herein.

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

- (a) **These Articles of Amendment to Articles of Incorporation amend, supplement, and where inconsistent, supercede Articles I, IV, VII and X of the Articles of Incorporation.**
- (b) **In accordance with the Agreement and corresponding Resolutions 0027 and 0037, IGOR ANTONOV ("ANTONOV") shall continue to serve as the President of the Corporation. ANTONOV shall continue to have the sole, exclusive and unbridged power of signature and authorization of use with respect to any and all Bank Accounts, Credit Lines, Credit Cards or other financial instruments of the Corporation. [S/A Article III.6]**
- (c) **ANTONOV shall continue to serve as Director, and shall also serve as Secretary and Treasurer of the Corporation. [S/A Article IV.9(A)-(B) and IV.9(C)(i); Resolution 0027, Resolution 0037]**

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

- (a) Pursuant to the Agreement, Resolution 0027 of June 16, 2002 and Resolution 0037 of October 25, 2002, all outstanding shares of capital stock theretofore held by shareholders SIMCHUK and/or RUCKINS, are finally and irrevocably transferred to shareholder ANTONOV. Having obtained one hundred percent (100%) of shares in the Corporation, ANTONOV shall have the right to sell, alienate or transfer all outstanding capital stock freely except as restricted by applicable law or the Articles of Incorporation, as amended. [S/A Article IV.9(A)-(B) and IV.9(C)(i); Resolution 0027, Resolution 0037]
- (b) ANTONOV shall continue to act as sole managing shareholder in all affairs pertaining to the Corporation and its interests in Club Atlantic. The percentages of stock ownership otherwise affected shall be in accordance with the Agreement, as restated, amended or modified by Resolution 0037. [S/A Article IV.9(A)-(B) and IV.9(C)(i); Resolution 0027, Resolution 0037]

THIRD: The date of each amendment's adoption: November 5, 2002

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided/or each voting group entitled to vote separately on the amendments):
- *The number of votes cast for the amendments) was/were sufficient for approval by _____ (voting group)
- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 5th day of November, 2002.

Signature: _____

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

IGOR ANTONOV

(Typed or printed name)

PRESIDENT

(Title)