

P02000100435

Glynn Miller
1402 North L Street
Lake Worth FL. 33460

Division Of Corporations
P.O. Box 6327
Tallahassee FL. 32314

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-10/11/02--01034--010
*****35.00 *****35.00

Dear Sirs,

Please process the enclosed amendment for corporation name change.

My address is listed above. My phone number is 561-540-9494 home. Cell number is 386-235-7904.

Please feel free to call with any questions.

02 OCT 11 AM 11:20
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sincerely,



Glynn Miller
Vice President

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10/11/02
33 20 20

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

A1A PALM BEACH CHARTERS, INC.

(present name)

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(Document Number of Corporation (if known))

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:

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

Article I (amended) to:

A1A Palm Beach Dive Charters, Inc.

FILED
02 OCT 11 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

n/a

THIRD: The date of each amendment's adoption: 10-08-02

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

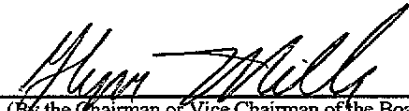
- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) 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 8th day of October, 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)

Glynn Miller

(Typed or printed name)

Vice President

(Title)