AMERILAWYER® (Requestor's Name) 343 Almeria Avenue CORAL GABLES, FL 33134 - (305) 445-2700

(Phone #)

Other

CR2E031(10/92)

(City, State, Zip)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known): (Document # (Corporation Name) (Corporation Name) (Document #) Walk in Certified Copy Pick up time Certificate of Status Photocopy **NEW FILINGS AMENDMENTS** Profit Amendment NonProfit Resignation of R.A., Officer/Director Change of Registered Agent Limited Liability Domestication Dissolution Withdrawalne LACE MOV Other Merger REGISTRATION/e OTHER FILINGS QUALIFICATION or Annual Report Foreign nent Fictitious Name Limited Parthership r Name Reservation Reinstatement Trademark Examiner's Initials

ARTICLES OF AMENDMENT

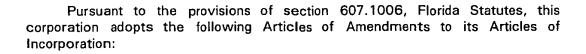
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TO

ARTICLES OF INCORPORATION

OF

SHIP HAPPENS, INC.



FIRST:

The name of this corporation shall be changed to PALM BEACH YACHT

CREW, INC.

SECOND:

Article 5 of the Articles of Incorporation provides:

President:

Donna M. Brassard

Secretary:

Donna M. Brassard

Treasurer:

Donna M. Brassard

whose addresses shall be the same as the principal address of the

Corporation.

THIRD:

Article 5 shall be amended to state:

President:

Donna M. MacPhail

Vice-President:

Duane C. MacPhail

Secretary:

Donna M. MacPhail

Treasurer:

Duane C. MacPhail

whose addresses shall be the same as the principal address of the Corporation.



FOURTH: Article 6 of the Articles of Incorporation states Director(s) as:

Donna M. Brassard

FIFTH: Article 6 shall be changed to state Director(s) as:

Donna M. MacPhail Duane C. MacPhail

whose addresses shall be the same as the principal address of the Corporation.

SIXTH: The date of the adoption of this amendment is the 29 November 1996.

SEVENTH: The amendment was adopted by the Board of Directors. No Shareholder action was required for adoption.

EIGHTH: This amendment shall be effective upon the filing of these Articles of Amendment to Articles of Incorporation with the Secretary of State of Florida.

Signed this 29 November 1996.

Donna M. MacPhail, President