

1/08/98

P97000095756

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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A.
CONTACT: BEVERLY F BRYAN
PHONE: (954)763-1200

ACCT#: 076247002423

FAX #: (954)766-7800

NAME: JUPITER MARINE INTERNATIONAL, INC.

AUDIT NUMBER.....H98000000493

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 1

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Amendment
01/15/98
DC

1/08/98

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 9, 1998

JUPITER MARINE INTERNATIONAL, INC.
1 SOUTH OCEAN BLVD.
SUITE 315
BOCA RATON, FL 33432

SUBJECT: JUPITER MARINE INTERNATIONAL, INC.
REF: P97000095756

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

✓ The FAX audit number must be on the top and bottom of each page of the document.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H98000000493
Letter Number: 498A00001209



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 14, 1998

JUPITER MARINE INTERNATIONAL, INC.
1 SOUTH OCEAN BLVD.
SUITE 315
BOCA RATON, FL 33432

SUBJECT: JUPITER MARINE INTERNATIONAL, INC.
REF: P97000095756

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THE PREPARER'S STATEMENT IS ILLEGIBLE.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H98000000493
Letter Number: 198A00002143

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
JUPITER MARINE INTERNATIONAL, INC.**

FILED
98 JAN 15 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006 of the Business Corporation Act of the State of Florida, the undersigned, the sole Director of Jupiter Marine International, Inc., a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida, bearing document number P97000018609, does hereby certify:

First: That pursuant to Written Consent of the Board of Directors of said Corporation dated December 23, 1997, acting without shareholder approval pursuant to Section 607.1002 of the Business Corporation Act of the State of Florida, the Directors approved the amendment to the Corporation's Certificate of Incorporation as follows:

Article IV of the Certificate of Incorporation of this Corporation is amended to read in its entirety as follows:

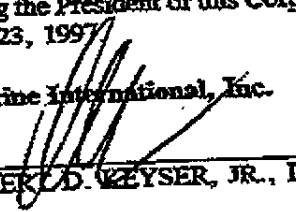
**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 10,000,000 shares of common stock, par value \$.001 per share and 5,000,000 shares of Preferred Stock, par value \$.001 per share. Series of the Preferred Stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of Preferred Stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

The foregoing amendment was adopted by the Board of Directors of the Corporation pursuant to Written Consent of the Board of Directors of the Corporation dated December 23, 1997 acting unanimously by Written Consent pursuant to Section 607.0821 of the Florida Business Corporation Act. Therefore, the number of votes cast for the amendment to the Corporation's Certificate of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment as of December 23, 1997.

Jupiter Marine International, Inc.

By: 
ROBERT D. KEYSER, JR., DIRECTOR

ROBERT J. BURNETT, ESQ.
FLORIDA BAR NO. 0117978
ATLAS, PEARLMAN, TROP & BORKSON, P.A.
200 E. LAS OLAS BLVD., SUITE 1900
FORT LAUDERDALE, FL 33301
(954-) 763-1200