



**THE UNITED STATES
CORPORATION
COMPANY**

P98000081560

ACCOUNT NO. : 072100000032

REFERENCE : 051434 81868A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 3, 1998

ORDER TIME : 1:06 PM

ORDER NO. : 051434-010

CUSTOMER NO: 81868A

CUSTOMER: Ms. Michelle Tatham
Marcus & Marcus, P.a.
317 North Krome Avenue

Homestead, FL 33030-6077

*ck# 76823
amt 3.50*
**File
2ND**
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 DEC -3 PM 2:52

FILED

DOMESTIC AMENDMENT FILING

600002702256--9
-12/03/98--01084--005
*****35.00 *****35.00

NAME: ACME DIVE COMPANY

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

RECEIVED
55 DEC -3 PM 2:39
DIVISION OF CORPORATION
See 12/4

WAIVER

1. The undersigned is President and Sole Shareholder of
AMERICAN DIVING HEADQUARTERS, INC.

2. AMERICAN DIVING HEADQUARTERS, INC. is a current and
active corporation in the State of Florida which has just filed an
Amendment to Articles of Incorporation to reflect a change of
corporate name to GWTW, INC.

3. On behalf of said corporation, the undersigned hereby
waives any and all objections to the use of the corporate name
AMERICAN DIVING HEADQUARTERS, INC. by ACME DIVE COMPANY.

AMERICAN DIVING HEADQUARTERS,
INC., a Florida corporation
By: *Harry Keitz Jr.*
HARRY KEITZ, JR., PRESIDENT

STATE OF FLORIDA)
 ss.
COUNTY OF DADE)

The foregoing instrument was sworn to and subscribed before me
this 25th day of November, 1998, by HARRY KEITZ, JR., as President
of AMERICAN DIVING HEADQUARTERS, INC., a Florida corporation, on
behalf of said corporation. Said individual is personally known to
me.

My Commission Expires:

OFFICIAL NOTARY SEAL MICHELLE T TATHAM NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC554919 MY COMMISSION EXP. MAY 23, 2000

Michelle T. Tatham
Notary Public
State of Florida at Large

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ACME DIVE COMPANY

FILED
98 DEC -3 PM 2:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. ARTICLE 1 of the Articles of Incorporation of ACME DIVE COMPANY is amended to read as follows:-

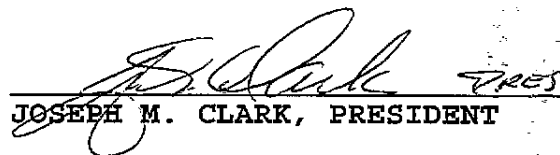
ARTICLE I
NAME

The name of the corporation is:

AMERICAN DIVING HEADQUARTERS, INC.

2. The foregoing amendment was adopted by the shareholders of this corporation on this 1st day of December, 1998.

IN WITNESS WHEREOF, the undersigned President of this corporation has executed these Articles of Amendment on this 1st day of December, 1998.


JOSEPH M. CLARK, PRESIDENT

SWORN TO AND SUBSCRIBED before me this 1st day of December, 1998.

My Commission Expires:-


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

OFFICIAL NOTARY SEAL
MICHELLE T TATHAM
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC554919
MY COMMISSION EXP. MAY 23, 2000