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ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

SALT LIFE, INC.

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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: Amendements adopted:

ARTICLE V - CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue shall be changed from 100 shares of ONE DOLLAR (\$1.00) par value common stock which will be designated as "Common Shares" to 1000 shares of ONE DOLLAR (\$1.00) par value common stock which will be designated as "Common Shares."

SECOND: The date of each amendment's adoption: November 20, 2003.

THIRD: Adoption of Amendments:

The amendments were approved by the shareholders. The number of votes cast for the amendment were sufficient for approval.

Signed this 26 day of NYMMR, 2003.

Signature Michael T. HUTTO, President