



232713

ACCOUNT NO. : 072100000032

REFERENCE : 725094 7215537

AUTHORIZATION

Patricia Pizzit

COST LIMIT : \$ 43.75

ORDER DATE : June 8, 2000

ORDER TIME : 9:57 AM

ORDER NO. : 725094-005

CUSTOMER NO: 7215537

CUSTOMER: Holly Berrie, Legal Asst
Judith A. Jarvis, P.a.
Suite 230
2701 West Oakland Park Blvd.
Fort Lauderdale, FL 33311

*Amended &
Restated Articles
& Name Change*

800003284748--7

DOMESTIC AMENDMENT FILING

NAME: AMERICAN IMAGING, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: KIM CLEMONS

EXAMINER'S INITIALS:

**02250, 00388, 00615, 00672*

FILED
00 JUN 12 PM 4:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 JUN 12 AM 10:44
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



RESUBMIT

Please give original
submission date as file date.

FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 12, 2000

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: AMERICAN IMAGING, INC.
Ref. Number: 232713

We have received your document for AMERICAN IMAGING, INC. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

If the document was approved by a majority vote of the shareholders, it should also contain a statement that the number of votes cast by the shareholders was sufficient for approval.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 100A00033503

RECEIVED
00 JUN 13 AM 10:06
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SEAESCAPE ENTERTAINMENT, INC.
FORMERLY KNOWN AS AMERICAN IMAGING, INC.

FILED
00 JUN 12 PM 4:36
SEAL OF THE STATE
TALLAHASSEE, FLORIDA

This Amended and Restated Articles of Incorporation (the "Articles") of SeaEscape Entertainment, Inc., formerly known as American Imaging, Inc. (the "Corporation") was duly adopted by the Board of Directors of the Corporation on June 7, 2000 and by the holders of a majority the stock of the Corporation on June 8, 2000, the number of votes cast by the stockholders being sufficient for approval, in accordance with applicable provisions of the Florida Business Corporation Act.

The text of the Articles of Incorporation as amended or supplemented heretofore is hereby restated and further amended to read in its entirety as follows:

FIRST: The name of the corporation is SeaEscape Entertainment, Inc.

SECOND: The address of the registered office of the Corporation in the State of Florida shall be at 2701 W. Oakland Park Blvd., Suite 230, Ft. Lauderdale, FL 33311. The name and address of the Corporation's registered agent in the State of Florida is Judith A. Jarvis, 2701 W. Oakland Park Blvd., Suite 230, Ft. Lauderdale, FL 33311.

THIRD: The purpose of the Corporation is to enlarge in any lawful act or activity for which corporations may now or hereafter be organized under the General Corporation Law of the State of Florida.

FOURTH: (1) The maximum number of shares of stock that this corporation is authorized to have issued and outstanding at any time is 300,000,000 shares of common stock at a value of \$.005 par value per share and 10,000,000 shares of preferred stock at a value of \$.001 par value per share.

(2) Shares of preferred stock may be issued time to time in one or more series as may be established from time to time by resolution of the Board of Directors of the Corporation (the "Board of Directors"), each of which series shall consist of such number of shares and have such distinctive designation or title as shall be fixed by resolution of the Board of Directors prior to the issuance of any shares of such series. Each such class or series of preferred stock shall have such voting powers, full or limited, or no voting powers, and such preferences and relative, participating, optional or other special rights and such qualifications, limitations or restrictions thereof, as shall be stated in such resolution of the Board of Directors providing for the issuance of such series of preferred stock. The Board of Directors is further authorized to increase or decrease (but not below the number of shares of such class or series then outstanding) the number of shares of any series subsequent to the issuance of shares of the series.

FIFTH: In furtherance and not in limitation of the powers conferred by statute and subject to Article Sixth hereof, the Board of Directors is expressly authorized to adopt, repeal, rescind, alter or amend in any respect the Bylaws of the Corporation (the "Bylaws").

SIXTH: Notwithstanding Articles Fifth hereof, the Bylaws may be adopted, rescinded, altered or amended in any respect by the stockholders of the Corporation, but only by the affirmation vote of the holders of not less than 66 2/3% of the voting power of all outstanding shares of voting stock regardless of class and voting together as a single voting class; provided, however, that where such action is approved by a majority of the continuing directors the affirmative vote of a majority of the voting power of all outstanding shares of voting stock, regardless of class and voting together as a single voting class, shall be required for approval of such action.

SEVENTH: The business and affairs of the Corporation shall be managed by and under the direction of the Board of Directors. Except as may otherwise be provided pursuant to section 2 of Article Fourth hereof in connection with rights to elect additional directors under specified circumstances which may be granted to the holders of any series of preferred stock, the exact number of directors of the Corporation shall be determined from time to time by a Bylaw or Amendment thereto provided that the number of directors shall not be reduced to less than three (3),

except that there need be only as many directors as there are stockholders in the event that the outstanding shares are held of record by fewer than three (3) stockholders.

Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

EIGHTH: Each director shall serve until his successor is elected and qualified or until his death, resignation or removal; no decrease in the authorized number of directors shall shorten the term of any incumbent director; and additional directors, elected pursuant to Section 2 of Article Fourth hereof in connection with rights to elect such additional directors under specified circumstances which may be granted to the holders of any series of preferred stock, shall not be included in any class, but shall serve for such term or terms and pursuant to such other provisions as are specified in the resolution of the Board of Directors establishing such series.

NINTH: Except as may otherwise be provided pursuant to Section 2 of Article Fourth hereof in connection with rights to elect additional directors under specified circumstances which may be granted to the holders of any series of stock, newly created directorships resulting from any increase in the number of directors, or any vacancies on the Board of Directors resulting from death, resignation, removal or other causes, shall be filled solely by the affirmative vote of a majority of the remaining directors then in office, even though less than a quorum of the Board of Directors. Any director elected in accordance with the preceding sentence shall hold office for the new directorship was created ore the vacancy occurred and until such director's successor shall have been elected and qualified or until such director's death, resignation or removal whichever first occurs.

TENTH: Except for such additional directors as may be elected by the holders of any series of preferred stock pursuant to the terms thereof established by a resolution of the Board of Directors pursuant to Article Fourth hereof, any director may be removed from office with or without cause and only by the affirmative vote of the holders of not less than 66 2/3% of the voting power of all outstanding shares of voting Stock entitled to voting power of all outstanding shares of voting stock entitled to vote in connection with the election of such director regardless of class and voting together as a single voting class; provided, however, that where such removal is approved by a majority of the continuing directors, the affirmative vote of a majority of the voting power of all outstanding shares of voting stock entitled to vote in connection with the election of such director, regardless of class and voting together as a single voting class, shall be required for approval of such removal.

ELEVENTH: Any action required or permitted to be taken by the stockholders of the Corporation must be effected at a duly called Annual Meeting or at a special meeting of stockholders of the Corporation, unless such action requiring or permitting stockholder approval is approved by a majority of the continuing directors, in which case such action may be authorized or taken by the written consent of the holders of outstanding shares of voting stock having not less than the minimum voting power that would be necessary to authorize or take such action at a meeting of stockholders at which all shares entitled to vote thereon were present and voted, provided all other requirements of applicable law and this Certificate have been satisfied. Except as specifically set forth in this Article Eleventh, no action may be taken by stockholders by written consent.

TWELFTH: (1) At the first Annual Meeting of Stockholders of the Corporation (the "Annual Meeting") after the authorized number of directors is six (6) or more, the Board of Directors shall be divided into three (3) classes: Class I, Class II and Class III. The number of directors in each class shall be the whole number contained in such quotient obtained by dividing the authorized number of directors by three (3). If a fraction is also contained in such quotient, then additional directors shall be apportioned as follows: If such fraction is one-third, the additional director shall be a member of Class III; and if such fraction is two-thirds, one of the additional directors shall be a member of Class II and the other shall be a member of Class III. Each director shall serve for a term ending on the date of the third Annual Meeting following the Annual Meeting at which such director was elected; provided, however, that the directors first elected to Class I shall serve for a term ending on the date of the first Annual Meeting following their election, the directors first elected to Class II shall serve for a term ending on the date of the second Annual Meeting following their election and then directors first elected to Class III shall serve for a term ending on the date of the third Annual Meeting following their election.

Whenever the authorized number of directors shall be reduced to less than six (6) directors, the existing directors shall serve out the remainder of their terms based upon their respective classes and each subsequently elected director shall serve for a one (1) year term. At such subsequent time as the authorized number of directors is six (6) or more directors, the prior paragraph shall again become operative.

(2) Notwithstanding the foregoing provisions of this Article Twelfth: each director shall serve until his successor is elected and qualified or until his death, resignation or removal; no decrease in the authorized number of

directors shall shorten the term of any incumbent director; and additional directors, elected pursuant to Section 2 of Articles Fourth hereof in connection with rights to elect such additional directors under specified circumstances which may be granted to the holders of any series of preferred stock, shall not be included in any class, but shall serve for such term or terms and pursuant to such other provisions as are specified in the resolution of the Board of Directors establishing such series.

THIRTEENTH: Meetings of stockholders of the Corporation may be held within or without the State of Florida, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision of applicable law) outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws.

FOURTEENTH: The provisions set forth in this Article Fifteenth and in Articles Fifth, Sixth, Seventh, Eighth, Ninth, Tenth, Eleventh, Twelfth and Thirteenth hereof may not be repealed, rescinded, altered or amended in any respect, and no other provisions or provisions may be adopted which impair (s) in any respect the operation or effect of any such provision, except by the affirmative vote of the holders of not less than 66 2/3% of the voting power of all outstanding shares of voting stock regardless of class and voting together as a single voting class, and , where such action is proposed by an interested stockholder or by any associated or affiliate of an interested stockholder, the affirmative vote of the holders of a majority of the voting power of all outstanding shares of voting stock, regardless of class and voting together as a single class, other than shares held by the interested stockholder which proposed (or the affiliate or associate of which proposed) such action, or any affiliate or associate of such interested stockholder; provided, however, that where such action is approved by a majority of the continuing directors, the affirmative vote of a majority of the voting power of all outstanding shares of voting stock, regardless of class and voting together as a single voting class, shall be required for approval of such action.

FIFTEEN: The Corporation reserves the right to adopt, repeal rescind, alter or amend in any respect any provisions contained in this Certificate in the manner now or hereafter prescribed by applicable law, and all rights conferred on stockholders herein are granted subject to this reservation. Notwithstanding the preceding sentence, the provisions set forth in Articles Fifth, Sixth , Seventh, Eighth , Ninth, Tenth, Eleventh, Twelfth ,Thirteenth and Fifteenth may not be repealed, rescinded, altered or amended in any respect, and no other provision or provisions may be adopted which impair (s) in any respect the operation or effect of any such provision, unless such action is approved as specified in Articles Fifteenth hereof.

SIXTEENTH: No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (a) for any breach of the director's duty of loyalty to the Corporation or its stockholder, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.

This corporation shall have the power to indemnify any person who was or is a party to any threatened, pending or completed action, suite or proceeding, whether civil, criminal, administration or investigation (other than action by or in the right of this Corporation) by reason of the fact that he is or was a director, officer , employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney fees), judgements, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suite or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of this Corporation, and, with respect to any criminal action or proceeding, had no responsible cause to believe his conduct was unlawful. The termination of any action, suite or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, or itself, create a presumption that the person did not act in good faith in a manner which he reasonable believe to be in or not opposed to the best interests of this Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

This Corporation shall have power to indemnify any person who was or is party or is threatened to be made a party to any threatened , pending or completed action or suite by or in the right of this Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of this Corporation, or is or was serving at the request of this Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of this Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of this duty to this Corporation unless and only to the extent that the court in which such action or suit was bought shall determine upon

application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court shall deem proper.

To the extent that a director, officer, employee or agent of this Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraphs 1 and 2 or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.

Expenses incurred in defending a civil or criminal action, suit or proceeding, may be paid by this Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by this Corporation as authorized in this Article.

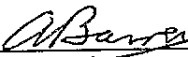
The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the laws of the State of Florida, and by law, agreement, vote and stockholders or disinterested directors or otherwise, both as to action in his official capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.


This Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was director, officer, employee or agent this Corporation, or is or was serving at the request of this Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not this Corporation would have the power to indemnify him against such liability under the provisions of this Article.

SEVENTEENTH: No contract or other transaction of the Corporation with any other person, firm or corporation, or in which this corporation is interested, shall be affected or invalidated by: (a) the fact that any one or more of the directors or officers of the Corporation is interested in or is a director or officer of such other firm or corporation; or, (b) the fact that any director or officer of the Corporation, individually or jointly with others, may be a party to or may be interested in any such contract or transaction, so long as the contract or transaction is authorized, approved or ratified at a meeting of the Board of Directors by sufficient vote thereon by directors not interested therein, to which such fact of relationship or interest has been disclosed, or the contract or transaction has been approved or ratified by vote or written consent of the stockholders entitled to vote, to whom such fact of relationship or interest has been disclosed, or so long as the contract or transaction is fair and reasonable to the Corporation. Each person who may become a director or officer of the Corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with the Corporation for the benefit of himself or any firm or corporation in which he may in any way be interested.

IN WITNESS WHEREOF SEAESCAPE ENTERTAINMENT, INC. has caused these Amended and Restated Articles of Incorporation to be executed by the officer designated below and to be attested to by its Secretary as of the day of June, 2000.

AMERICAN IMAGING, INC., now known as
SEAESCAPE ENTERTAINMENT, INC.

By: 
Agustin Barres
President

By: 
Taide Suzette Andrews

FILED
00 JUN 12 PM 4:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

.....
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Judith A. Jarvis
Judith A. Jarvis

6-8-00
Date