

232713

JUDITH A. JARVIS, P.A.

January 22, 2002

Via Airborne Express
Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-01/23/02--01067--006
*****35.00 *****35.00

Re: SeaEscape Entertainment, Inc.

Gentlemen:

We have enclosed for filing Articles of Amendment to the Amended and Restated Articles of Incorporation of SeaEscape Entertainment, Inc. as well as a check in the amount of \$35 payable to Department of State for filing fees.

Sincerely,
JUDITH A. JARVIS, P.A.



Judith A. Jarvis
Attorney at Law

JAJ/em
enclosure
CC: SeaEscape Entertainment, Inc.
(w/o enclosure)

FILED
02 FEB - 5 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

T BROWN FEB - 5 2002

2701 W. Oakland Park Blvd, Suite 230 • Ft. Lauderdale, Florida 33311
(954) 677-7730 • (954) 677-7745 (fax)

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 28, 2002

JUDITH A. JARVIS, P.A.
2701 W. OAKLAND PARK BLVD.
SUITE 230
FORT LAUDERDALE, FL 33311

SUBJECT: SEAESCAPE ENTERTAINMENT, INC.
Ref. Number: 232713

We have received your document for SEAESCAPE ENTERTAINMENT, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your document is being returned as requested.

The amendment must be adopted in one of the following manners:

(1)If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a)A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b)If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2)If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a)A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

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) 245-6869.

Teresa Brown
Corporate Specialist

Letter Number: 802A00004781

LAW OFFICES OF
RICHARD H. BREIT

February 4, 2002

Via Airborne Express

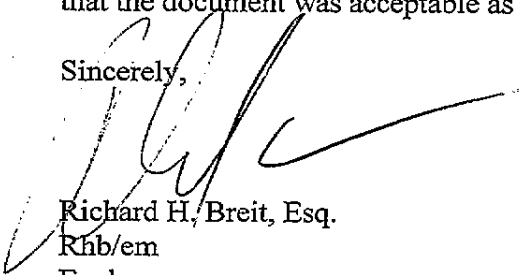
Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399
Attn: Ms. Theresa Brown
Corporate Specialist

Re: SeaEscape Entertainment, Inc.

Dear Ms. Brown:

Thank you for your call. I have enclosed the signed original of the Articles of Amendment to the Amended and Restated Articles of Incorporation of SeaEscape Entertainment, Inc. I faxed to you on February 4, which you approved as well as your earlier letter. As you may recall, you advised that the document was acceptable as is. Thanks for your help.

Sincerely,



Richard H. Breit, Esq.

Rhb/em

Enclosure

CC: SeaEscape Entertainment, Inc.
(w/o enclosure)

FILED
02 FEB -5 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO THE AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SEAESCAPE ENTERTAINMENT, INC.,
a Florida corporation

THE UNDERSIGNED, being a Director and the Secretary of SeaEscape Entertainment, Inc., a Florida corporation (the "Corporation"), submits for filing the following articles of amendment to the amended and restated articles of incorporation of the Corporation, pursuant to Section 607.0602 of the Florida Business Corporation Act.

1. The name of the Corporation is SeaEscape Entertainment, Inc.
2. The following amendment to Article Fourth of the Amended and Restated Articles of Incorporation of the Corporation was adopted by the Board of Directors of the Corporation on July 1, 2001. Approval by the Corporation's shareholders was not required, in accordance with such Article.

FOURTH:

(1) The Corporation is authorized to issue 300,000,000 shares of common stock, par value \$.005 per share, and 10,000,000 shares of preferred stock, par value \$.001 per share.

(2) The preferred stock may be issued from time to time in one or more series, which series shall consist of such number of shares and have such distinctive designation, preferences, conversion rights, cumulative, relative, participating, optional or other rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the issuance of such preferred stock, adopted by the Board of Directors pursuant to the authority granted in these Amended and Restated Articles of Incorporation. 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.

(3) There is declared a Series A Redeemable Convertible Preferred Stock, of which 1,000,000 shares shall be authorized to be issued, with the following preferences, limitations and rights:

Par Value: \$.01 per share

Voting: Three votes per share

Preference on liquidation: none

Dividend: 8% per year per share until conversion or redemption; payable quarterly commencing on the six month anniversary of the issuance of such shares

Optional Conversion: At the holder's election, by written notice, at any time, each share of Series A Redeemable Convertible Preferred Stock shall be converted into 10 shares of common stock

Mandatory Conversion: Each share of Series A Redeemable Convertible Preferred Stock shall be converted into 10 shares of common stock when the bid and asked prices of the common stock has maintained an average of \$1.50 per share for 20 consecutive trading days.

Put Rights: The holder[s] may collectively put up to 25,000 shares per month for a price of \$250,000 up to a maximum of 250,000 shares for \$2,500,000 per fiscal year.

Redemption: By the Corporation at any time prior to conversion, at a redemption price of \$10.00 per share.

3. This amendment shall be effective upon filing.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 31 day of January, 2002.

SEAESCAPE ENTERTAINMENT, INC.

By: 
Glenn M. Gallant, Director and Secretary