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(Re	equestor's Name)		
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(O)	DIVE CEN	TED INC	
	51 Garden	Cove Drive	<u> </u>
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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

ATLANTIS DIVE CENTER, INC.	
(present name)	
582704	
(Document Number of Corporation (If known)	-

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: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Change in BOD/VP on our URB. Our new BOD/VP is now Annette F. Slate. Address 1 Loquat Drive, Key Largo, FLA 33037. The VP currently listed is George A. Yates, 11714 S. W. 135th. Place, Miami, FLA 33146 is to be removed from the URB and replaced by Annette F. Slate.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD:	The date of each amendment's adoption: 7 April 03
FOURTH	: Adoption of Amendment(s) (CHECK ONE)
Z	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
C.	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were sufficient for approval by
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
	Signed this 7 day of April 2003
Signature_	Lever C State
	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	Spencer C. Slate
	(Typed or printed name)
	Director
	(Title)