

for your information



JAMES H. BATES

596866

AQUARINA DEVELOPMENTS, INC.
235 HAMMOCK SHORE DRIVE
MELBOURNE BEACH, FL 32951
TELEPHONE (407) 723-2522
FAX (407) 723-0804

600002198006--8
-06/02/97--01173--006
*****35.00 *****35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
97 JUN -2 AM 7:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

amend
DMC
6-12-97

Examiner's Initials	
---------------------	--

**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
AQUARINA DEVELOPMENTS, INC.**

FILED
97 JUN -2 AM 7:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, James H. Bates, Vice President of Aquarina Developments, Inc., a Florida corporation (the "Corporation"), for and on behalf of the Corporation, hereby executes these Articles of Amendment to Articles of Incorporation:

ARTICLE FIRST: The name of the Corporation is Aquarina Developments, Inc.

ARTICLE SECOND: Article IV of the existing Articles of Incorporation is hereby amended by deleting the same in its entirety and substituting the following in lieu thereof:

ARTICLE IV

This corporation is authorized to issue 20,000 shares of
\$1.00 par value common stock.

ARTICLE THIRD: These Articles of Amendment to Articles of Incorporation will be effective as of January 3, 1997.

ARTICLE FOURTH: At a meeting of the Board of Directors of the Corporation on January 3, 1997, resolutions were duly adopted approving the foregoing proposed amendment to the Articles of Incorporation, declaring said amendment to be advisable and calling for the submission of said amendment to the shareholders of the Corporation for their consideration.

By Written Consent to Action in Lieu of Special Joint Meeting of the Shareholders and Board of Directors of the Corporation dated January 3, 1997, the shareholders and sole director voted unanimously in favor of the amendment (thereby constituting the necessary number of shares as required by statute to be voted to effect same).

Thus, these Articles of Amendment to Articles of Incorporation were duly adopted in accordance with Sections 607.0704 and 607.1006 of the Florida Statutes (the Florida Business

Corporation Act).

IN WITNESS WHEREOF, the undersigned has caused these Articles of Amendment to Articles of Incorporation to be signed by its Vice President this 2nd day of May, 1997.

AQUARINA DEVELOPMENTS, INC.

By: _____


James H. Bates, Vice President

(CORPORATE SEAL)

F:\USRLSMITH\TRANSNATA\AQUARINA.18A