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July 5, 2005

Division of Corporations
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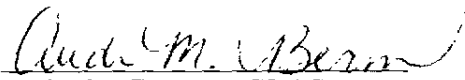
RE: SportFishing Enterprise of Miami, Inc.

Dear Sir or Madam:

Please process the enclosed Articles of Amendment to Articles of Incorporation of SPORTFISHING ENTERPRISE OF MIAMI, INC. I have enclosed a check in the amount of \$35.00.

Very Truly Yours,

LAW OFFICES OF
BERMAN & BERMAN, P.A.


Audra M. Berman, CLAS

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

SPORTFISHING ENTERPRISE OF MIAMI, INC.

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)

Article Third is hereby amended to read as follows:

THIRD: This corporation is authorized to issue
1,000 (one thousand) shares of voting stock, par value \$1.00 each and
1,000 (one thousand) shares of non-voting stock, par value \$1.00 each.

SECOND: The date of each amendment's adoption: July 5th, 2005

THIRD: Adoption of Amendment: The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 5th day of July, 2005

Signature _____

Philip B. Slaga

Philip B. Slaga

Director

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