

F97000001093

James F. Ronspies, Treasurer
Offshore Warriors, Inc.
3505 Tarpon Woods Blvd., N-404
Palm Harbor, Florida 34685

December 12, 2000

Ms. Thelma Lewis
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

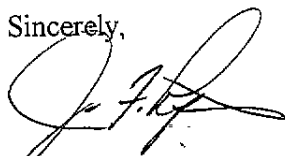
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-12/18/00--01136--001
*****35.00 *****35.00

Dear Ms. Lewis:

Enclosed please the documents that you requested for reinstatement of Offshore Warriors, Inc. I hope that these are the documents that you need. If you need any other information or documentation, please give me a call at 727-441-1122.

Thank you for your assistance in this matter.

Sincerely,



James F. Ronspies

RECEIVED
00 DEC 15 AM 9:38
DIVISION OF CORPORATIONS

FILED
00 DEC 15 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



T. LEWIS DEC 18 2000

James F. Ronspies
3505 Tarpon Woods Blvd., N-404
Palm Harbor, Florida 34685
(727) 441-1122

November 16, 2000

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Sir:

Enclosed is the corporate reinstatement for Offshore Warriors, Inc. Also enclosed is an amendment to the application for a foreign corporation to do business in Florida. This amendment is a name change only, from Warrior Energy Group, Inc. to Offshore Warriors, Inc.

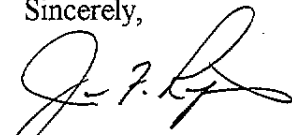
The original annual report was submitted in a timely basis and returned because of the name change. Originally the fee of \$150.00 was submitted and remains as a credit to the account.

I am enclosing a check in the amount of \$758.75 for the reinstatement fee. This amount is arrived at by the reinstatement fee of \$900.00, less the previously paid fee of \$150.00, plus the fee for a Certificate of Status of \$8.75.

I am also enclosing a check in the amount of \$35.00 for the amendment application.

Thank you for your assistance in this matter.

Sincerely,



James F. Ronspies
Treasurer

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

FILED
DEC 15 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I
(1-3 MUST BE COMPLETED)

1. WARRIOR ENERGY GROUP, INC.
Name of corporation as it appears on the records of the Department of State.

2. DELAWARE 3. MARCH 3, 1997
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? AUGUST 18, 1998

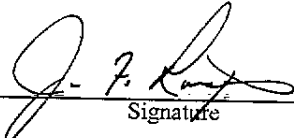
5. OFFSHORE WARRIORS INC.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

N/A
New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A
New Jurisdiction


Signature

NOVEMBER 16, 2000
Date

JAMES F. RONSPIES
Typed or printed name

Treasurer
Title

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "WARRIOR ENERGY GROUP INC.", CHANGING ITS NAME FROM "WARRIOR ENERGY GROUP INC." TO "OFFSHORE WARRIORS INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF SEPTEMBER, A.D. 1998, AT 9 O'CLOCK A.M.

2621931 8100

001613597



Edward J. Freel

Edward J. Freel, Secretary of State
AUTHENTICATION: 0839770

DATE: 12-07-00

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OFFSHORE WARRIORS INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF NOVEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

2621931 8300

AUTHENTICATION: 0793831

001573483

DATE: 11-15-00

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
WARRIOR ENERGY GROUP INC.

WARRIOR ENERGY GROUP INC. , a corporation organized and existing under and by virtue of the general corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST. That the Board of Directors of said corporation, at a meeting duly convened and held, adopted the following resolution:

RESOLVED that the Board of Directors hereby declares it advisable and in the best interest of the Company that Article FIRST of the Certificate of Incorporation be amended to read as follows:

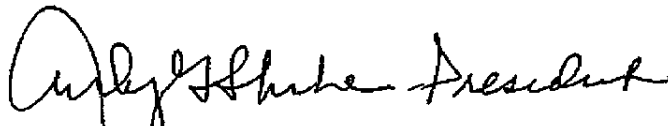
FIRST: The name of this corporation shall be:

OFFSHORE WARRIORS INC.

SECOND. That the said amendment has been consented to and authorized by the holders of a majority of the issued and outstanding stock entitled to vote by written consent given in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD. That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the general Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this Certificate to be signed by Aubrey Shoemaker this 18th day of August A.D. 1998.



Authorized Officer