

Wednesday, November 10, 1999

Division of Corporations

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F99000002846

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)922-4000

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305)672-0686
Fax Number : (305)672-9110

BASIC AMENDMENT

MARINE ONLINE INC.

FILED
99 NOV 19 PM 4:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 19, 1999

MARINE ONLINE INC.
1220 NORTH MARKET STREET, SUITE 606
WILMINGTON, DE 19801SUBJECT: MARINE ONLINE INC.
REF: F9900002846

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The fax audit number is incorrect. The correct fax audit number is H99000028637.

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

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) 487-6906.

Darlene Connell
Corporate SpecialistFAX Aud. #: H99000028637
Letter Number: 199A00055534

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 92314

H99000028637

**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.)

SECTION I
(1-3 MUST BE COMPLETED)

1. Marine Online Inc.
Name of corporation as it appears on the records of the Department of State.
2. Delaware
Incorporated under the laws of
3. 6/2/99
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 law of its jurisdiction of incorporation? November 17, 1999
5. Mariners Online Inc.
Name of the corporation after the amendment, adding a 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.
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
New Jurisdiction
8. Other provisions.

Marine Online Inc.
By: Randall Blank
Name: Randall Blank
Title: President
Date: 11/11/99
Registered Agents Ltd.
1220 North Market Street, Suite 606
Wilmington DE 19801
302-421-5752

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TALLAHASSEE, FLORIDA

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NOV-19-99 FRI 12:16 PM

FAX NO.

P. 01

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State of Delaware
Office of the Secretary of State

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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 "MARINE ONLINE INC.", CHANGING ITS NAME FROM "MARINE ONLINE INC." TO "MARINERS ONLINE INC.", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF NOVEMBER, A.D. 1999, AT 9 O'CLOCK A.M.

3036451 8100

991495409



Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION: 11-19-99

DATE: 991495409

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Certificate of Amendment
of
Certificate of Incorporation

Marine Online 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 by unanimous written consent of the Board Of Directors of Marine Online Inc., the following resolution was duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a special meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by amending the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows:

The name of the corporation is Mariners Online Inc.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, the Stockholders of the said corporation, by unanimous consent in lieu of a special meeting in accordance with Section 228 of the General Corporation Law of the State of Delaware, the necessary number of shares as required by statute, were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.

IN WITNESS THEREOF, said Marine Online Inc., has caused this certificate to be signed by the President, Randall Blank, this 16th day of November, 1999.

By:

Randall Blank
PresidentRandall Blank
Print Name

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 11/17/1999
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