

G66158

(Requestor's Name)

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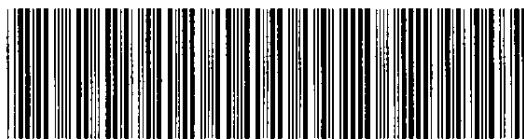
(Business Entity Name)

(Document Number)

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Amend

12/17/09--01001--018 **43.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2009 DEC 16 PM 4:35

FILED

ADR
12/16/09



December 10, 2009

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: CruiseCam International, Inc.
Articles of Amendment
Doc. No. G86156
FEI/EIN No. 751433000

Dear Amendment Section:


The enclosed are Articles of Amendment of CruiseCam International, Inc. along with our check in the amount of \$43.75 for payment of associated filing fees and a certified copy.

Upon completion, please mail the certified copy to the following:

D. Scott Watkins
901 South Federal Highway, Suite 300
Fort Lauderdale, FL 33316
Ph 248-709-2096

Thank you kindly for your assistance in this matter.

Sincerely,



D. Scott Watkins, Pres.

FILED

ARTICLES OF AMENDMENT
TO THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CRUISECAM INTERNATIONAL, INC.

2009 DEC 16 PM 4:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006 of the Florida Business Corporation Act, the undersigned being the President of CRUISECAM INTERNATIONAL, INC., a corporation organized and existing under the laws of the state of Florida (the "*Corporation*"), bearing the Document Number G66158, does hereby submit these Articles of Amendment for the purpose of amending the Corporation's Amended and Restated Articles of Incorporation as follows:

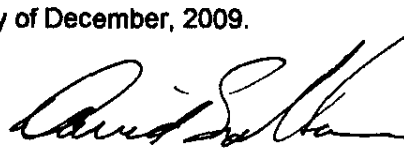
FIRST: Article IV of the Corporation's Amended and Restated Articles of Incorporation entitled Capital Stock shall be amended as follows:

Article IV
Capital Stock

Effective as of the date of the filing of the Articles of Amendment with the Secretary of the State of Florida, every one hundred (100) issued and outstanding shares of the Corporation's authorized common stock ("Old common Stock") shall be reclassified and converted into one (1) validly issued, fully paid, and a non-assessable share of the common stock of the Corporation ("New Common Stock"). Each certificate representing shares of the Old Common stock shall thereafter represent the number of shares of New Common Stock into which the shares of Old Common Stock represented if such certificate were reclassified and converted hereby; provided, however, that each holder of record on November 12, 2009, holding a stock certificate or certificates, that represented shares of Old Common Stock shall receive, upon surrender of stock certificate or certificates, a new certificate or certificates evidencing and representing the number of shares of New Common Stock to which such holder is entitled. No cash will be paid or distributed as a result of the aforementioned reclassification of the Corporation's common stock, and no fractional shares will be issued. All fractional shares which would otherwise be required to be issued as a result of the reclassification will be rounded up to the nearest whole share.

SECOND: The foregoing amendment was adopted on November 12, 2009 pursuant to unanimous written consent of the Board of Directors and on November 12, 2009 by written consent of the holders of a majority of the voting capital stock of the Corporation. Therefore, the number of votes cast for the Amendment to the Corporation's Amended and Restated Articles of Incorporation was sufficient.

IN WITNESS WHEREOF, the undersigned, as the duly authorized officer of CRUISECAM INTERNATIONAL, INC., has executed these Articles of Amendment to the Amended and Restated Articles of Incorporation this 10th day of December, 2009.



David Scott Watkins
Director