

# G66158

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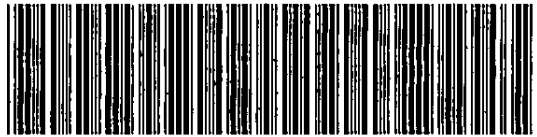
(Business Entity Name)

(Document Number)

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2010 APR 19 PM 12:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

Amend

TB

APR 19 2010



April 15, 2010

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

Re: CruiseCam International, Inc.  
Articles of Amendment  
Doc. No. G66156  
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  
Phone: 248-471-9520  
Fax 248-471-9521

Thank you kindly for your assistance in this matter.

Sincerely,

D. Scott Watkins

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

**FILED**  
2010 APR 19 PM 12:36  
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:

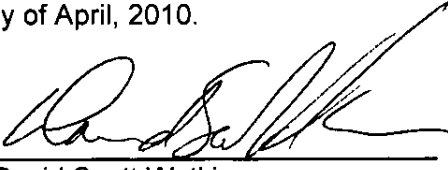
FIRST: Article IV of the Corporation's Amended and Restated Articles of Incorporation entitled Capital Stock shall be amended as follows:

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 nine hundred (900) 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 April 15, 2010, 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 April 15, 2010 pursuant to unanimous written consent of the Board of Directors and on April 15, 2010 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 15<sup>th</sup> day of April, 2010.

  
David Scott Watkins

**UNANIMOUS WRITTEN CONSENT OF THE SHAREHOLDERS OF  
CRUISECAM INTERNATIONAL, INC.  
IN LIEU OF SPECIAL MEETING**

The undersigned, being the majority shareholder and sole director of **CRUISECAM INTERNATIONAL, INC.**, a Florida corporation (the "Corporation") in lieu of a special meeting of the shareholders and directors and pursuant to the authority of Florida Business Corporation Act and the bylaws of the Corporation, do hereby vote for, and consent to, authorize and adopt in writing as of April 15, 2010 the following recitals and resolutions with the same force and effect if the undersigned were personally present at a meeting of the shareholders of the Corporation and voted for the same:

**WHEREAS**, it has been proposed that the Corporation's issued and outstanding common shares be consolidated (reverse split) on a 900 shares to 1 share basis;

**WHEREAS**, the number of common shares of the Corporation outstanding at the time of the proposal is 2,701,497,372, and the number of shares entitled to vote thereon is the same;

**WHEREAS**, the number of Series A preferred shares of the Corporation outstanding at the time of the proposal is 1,450,000 with 1600 to 1 voting rights, and the number of shares entitled to vote thereon is 2,320,000,000;

**WHEREAS**, the number of Series B preferred shares of the Corporation outstanding at the time of the proposal is 10,000,001 with voting rights equal to the number of outstanding shares of the Corporations common stock plus the amount of shares of all other series of preferred stock issued and outstanding, and the number of shares entitled to vote thereon is 2,715,384,821;

**WHEREAS**, the number of Series C preferred shares of the Corporation outstanding at the time of the proposal is 12,484,049, and the number of shares entitled to vote thereon is the same;

**WHEREAS**, the number of Series E preferred shares of the Corporation outstanding at the time of the proposal is 153,400, and the number of shares entitled to vote thereon is the same;

**WHEREAS**, the number of shares entitled to vote is 7,429,519,642, the number of shares consenting to the proposal is 6,215,685,937, and the Shareholders consenting to the action represented a majority of the issued and outstanding shares;

**NOW, THEREFORE, BE IT RESOLVED**, that the Corporation's issued and outstanding shares of common stock be consolidated on a 900 shares to 1 share basis;

**BE IT FURTHER RESOLVED** that the Shareholders with fractional shares as a result of the reverse split will have the fractional shares rounded up to the nearest whole share.

By execution of this written consent, the undersigned to hereby waive any and all requirements for holding a meeting of the shareholders and directors, including without limitation, as to the notice of the meeting containing the time, place, and business to be conducted at such meeting. This Consent may be separately executed in several counterparts, all of which together shall constitute one Consent evidencing unanimous action by the Shareholders and Directors of the Corporation.

**IN WITNESS WHEREOF**, each of the undersigned has executed written consent to be effective as of the date first set forth above.

**SHAREHOLDERS:**

<u>DATE</u>	<u>VOTING SHARES:</u>	<u>NAME:</u>
4/16/10	6,215,685,937	David Scott Watkins

SIGNATURE



**DIRECTORS:**

  
David Scott Watkins, Director

[Notary Page to Follow]

THE STATE OF FLORIDA

COUNTY OF Oakland

I, a Notary Public, do hereby certify that on this the 15<sup>th</sup> day of April, 2010 personally appeared before me David Scott Walker, who being by me first duly sworn, declared that he is the person who signed the foregoing document and that the statements therein contained are true and correct.

Stephanie R Borg  
Notary Public, Oakland County, Florida  
Printed name:

My commission expires:

STEPHANIE R. BORG  
Notary Public, Oakland County, Michigan  
Acting in Oakland County  
My Commission Expires December 8, 2012

**UNANIMOUS WRITTEN CONSENT OF THE  
BOARD OF DIRECTORS OF  
CRUISECAM INTERNATIONAL, INC.  
IN LIEU OF SPECIAL MEETING**

The undersigned, being all the directors (the "Directors") of **CRUISECAM INTERNATIONAL, INC.**, a Florida corporation (the "Corporation"), hereby waive the calling or holding of a meeting of the board of directors of the Corporation ("Board"), consent in writing as of April 15, 2010 to the following actions, and direct that this unanimous written consent be filed by the Corporation's Secretary with the minutes of proceedings of the Board.

**CONSOLIDATION OF THE ISSUED AND OUTSTANDING  
COMMON STOCK OF THE CORPORATION**

**WHEREAS**, it has been proposed that the Corporation's issued and outstanding common shares be consolidated (reverse split) on a 900 shares to 1 share basis;

**WHEREAS**, a majority of the Shareholders of the Corporation have voted and consented to consolidate the issued and outstanding common shares of common stock of the Corporation on a 900 shares to 1 share basis;

**NOW, THEREFORE, BE IT RESOLVED**, that the Corporation's issued and outstanding shares of common stock be consolidated on a 900 shares to 1 share basis;

**BE IT FURTHER RESOLVED**, that the Shareholders with fractional shares as a result of the reverse split will have the fractional shares rounded up to the nearest whole share.

By execution of this written consent, the undersigned to hereby waive any and all requirements for holding a meeting of the shareholders and directors, including without limitation, as to the notice of the meeting containing the time, place, and business to be conducted at such meeting. This Consent may be separately executed in several counterparts, all of which together shall constitute one Consent evidencing unanimous action by the Shareholders and Directors of the Corporation.


**IN WITNESS WHEREOF**, the undersigned being all of the directors of the Corporation, have executed this Consent as of the day and year first written above.



David Scott Watkins  
President/ Sole Director

THE STATE OF ~~FLORIDA~~ MICHIGAN  
COUNTY OF Oakland

I, a Notary Public, do hereby certify that on this the 15<sup>th</sup> day of April, 2010 personally appeared before me David Scott Walker, who being by me first duly sworn, declared that he is the person who signed the foregoing document and that the statements therein contained are true and correct.

  
Notary Public, Oakland County, Florida  
Printed name: \_\_\_\_\_

My commission expires:

**STEPHANIE R. BORG**  
Notary Public, Oakland County, Michigan  
Acting in Oakland County  
My Commission Expires December 8, 2012