

G66158

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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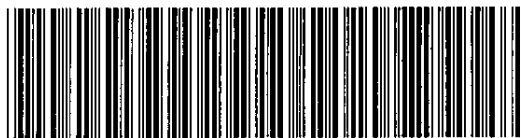
(Business Entity Name)

(Document Number)

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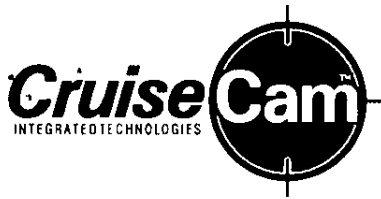
10 JUN -3 AM 8:20

SECRETARY OF STATE
DIVISION OF CORPORATIONS

Amend
C.COULLETTE

JUN 3 2010

EXAMINER



June 1, 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:

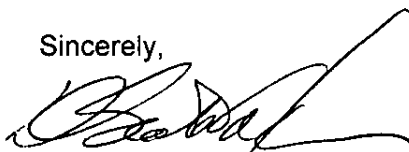
The enclosed are Articles of Amendment of CruiseCam International, Inc. along with our check in the amount of \$43.75 for payment of associated filing fees and a certified copy.

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,

 , Pres / CEO
D. Scott Watkins

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

RECEIVED
DIVISION OF CORPORATIONS
10 JUN -3 AM 8:20

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

The maximum number of shares of stock that this Corporation shall be authorized to issue and have outstanding at any one time shall be: (1) Thirty Billion (30,000,000,000) shares of common stock having a par value of \$0.0000001 per share; (2) Five Hundred Fifteen Million (515,000,000) shares of preferred stock of which One Million Five Hundred Thousand (1,500,000) shall be designated as Series A with a par value of \$0.10; and the Board of Directors of the Corporation are authorized, by resolution or resolutions, at any time or from time to time, to authorize additional Preferred Stock or divide and establish any or all of the shares of the Preferred Stock into one or more series, and, without limiting the generality of the foregoing, to fix and determine the designation of each such share, and its preferences, conversion rights, cumulative, relative, participating, optional, or other rights, including voting rights, qualifications, limitations, or restrictions thereof.

SECOND: The foregoing amendment was adopted on June 1, 2010 pursuant to unanimous written consent of the Board of Directors and on June 1, 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 1st day of June, 2010.


David Scott Watkins