

G66158

(Requestor's Name)

(Address)

(Address)

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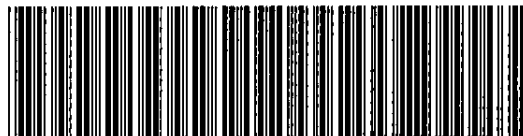
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 JUL 19 AM 11:45

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C.COULLIETTE

JUL 19 2011

EXAMINER



July 14th, 2011

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 \$52.50 for:

- Payment of associated filing fees
- Certified copy of the amendment
- Certificate of good standing

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

D. Scott Watkins
CruiseCam International, Inc
901 South Federal Highway, Suite 300
Fort Lauderdale, FL 33316
Phone: 248-~~471-9521~~ 709-2096
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.

11 JUL 19 AM 11:45

SECRETARY OF STATE
DIVISION OF CORPORATIONS

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 Restate Articles of Incorporation as follows:

Article IV
Capital Stock

Effective as the date of the filing of the Articles of Amendment with the Secretary of the State of Florida, every one million (100,000,000) 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 common stock of the Corporation ("**New Common Stock**"). Each certificate representing shares of 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 July 14th, 2011 holding a stock certificate or certificates, that represented shares of Old Common Stock shall receive, upon surrender of stock certificate or new 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.

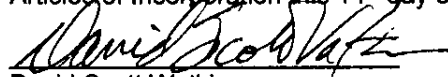
Effective as the date of the filing of the Articles of Amendment with the Secretary of the State of Florida, every one thousand five hundred (1500) issued and outstanding shares of the Corporation's authorized **Preferred Series A Stock ("Old Preferred Series A Stock")** shall be reclassified and converted into one (1) validly issued, fully paid, and a non-assessable share of Preferred Series A Stock of the Corporation ("**New Preferred Series A Stock**"). Each certificate representing shares of Old Preferred Series A Stock shall thereafter represent the number of shares of New Preferred Series A Stock into which the shares of Old Preferred Series A Stock represented if such certificate were reclassified and converted hereby; provided, however, that each holder of record on July 14th 7, 2011 holding a stock certificate or certificates, that represented shares of Old Preferred Series A Stock shall receive, upon surrender of stock certificate or new certificates, a new certificate or certificates evidencing and representing the number of shares of new Preferred Series A 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 Preferred Series A 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.

Effective as the date of the filing of the Articles of Amendment with the Secretary of the State of Florida, the per share price shall be reduced to \$0.00001 restated in paragraph (8) and every one million (100,000,000) issued and outstanding shares of the Corporation's authorized **Preferred Series C stock ("Old Preferred Series C Stock")** shall be reclassified and converted into one (1) validly issued, fully paid, and a non-assessable share of Preferred Series C Stock of the Corporation ("**New Preferred Series C Stock**"). Each certificate representing shares of Old Preferred Series C Stock shall thereafter represent the number of shares of New Preferred Series C Stock into which the shares of Old Preferred Series C Stock represented if such certificate were reclassified and converted hereby; provided, however,

that each holder of record on July 14th, 2011 holding a stock certificate or certificates, that represented shares of Old Preferred Series C Stock shall receive, upon surrender of stock certificate or new certificates, a new certificate or certificates evidencing and representing the number of shares of new Preferred Series C 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 Preferred Series C 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 July 14th, 2011 pursuant to unanimous written consent of the Board of Directors and on July 14th, 2011 by written consent of the holders of a majority of the voting capital stock of the of the Corporation. Therefore, the number of votes cast for the Amendment to the Corporations' 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 14th day of July, 2011.



David Scott Watkins
President/ Sole Director

THE STATE OF CALIFORNIA

COUNTY OF San Diego

I, a Notary Public, do hereby certify that on this the 14th day of July, 2011 personally appeared before me David Scott Watkins, 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.

S.K. Gill-Brownell
Notary Public, San Diego County, California
Printed name: S.K. Gill-Brownell
My commission expires: 23rd November 2012

