

539762

MCDONALD, FLEMING, MOORHEAD & FERGUSON

ATTORNEYS AT LAW

MICHAEL L. FERGUSON

ATTORNEY

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U.S. ARMY (RETIRED)

ALSO ADMITTED IN DISTRICT OF COLUMBIA

4300 BAYOU BOULEVARD, SUITES 12 & 13

PENSACOLA, FLORIDA 32503

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

TELEPHONE (904) 477-0660

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November 20, 1997

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

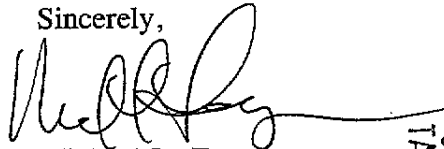
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-11/21/97--01061--004  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Shoreline Transportation, Inc.

Dear Madam or Sir:

Please file the enclosed Articles of Amendment to Articles of Incorporation for the above-named corporation and return confirmation to me. Our check for \$35.00 is enclosed for your fee.

Sincerely,



Michael L. Ferguson

MLF/sew

Enclosures

FILED  
97 NOV 21 PM 12:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amend

**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
SHORELINE TRANSPORTATION, INC.**

**FILED**  
97 NOV 21 PM 12:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned corporation, pursuant to provisions of Section 607.1006, Florida Statutes, adopts the following Articles of Amendment to its Articles of Incorporation:

1. Effective upon the filing of these Articles of Amendment, Article III "Capital Stock" of the Articles of Incorporation of Shoreline Transportation, Inc., a Florida corporation, shall be amended to read as follows:

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is twenty-five million (25,000,000) shares of common stock, each having a par value of one hundredth of one cent (\$.001) per share.

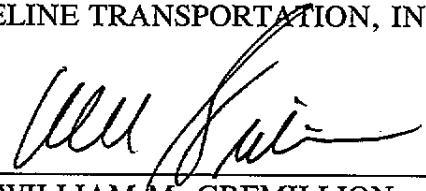
Authorized capital stock may be paid for in cash, services, or property at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

2. The foregoing amendment was approved by all Directors and by 100 out of 100 outstanding shares of Common Stock of Shoreline Transportation, Inc. at a special meeting of the Shareholders and Directors held November 3, 1997.

IN WITNESS WHEREOF, the undersigned corporation has executed these Articles of Amendment as of this 3rd day of November, 1997, pursuant to due authority.

SHORELINE TRANSPORTATION, INC.

By:

  
WILLIAM M. GREMILLION

Its: President

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, personally appeared WILLIAM M. GREMILLION, who is personally known to me and who, being first duly sworn, deposed and said that he executed the foregoing on behalf of the Corporation pursuant to due authority.

SEAL

*Connie W Alexander*

NOTARY PUBLIC

My Commission Expires:

OFFICIAL NOTARY SEAL  
CONNIE W ALEXANDER  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC403591  
MY COMMISSION EXP. AUG. 28, 1998