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Law Offices

Ira Marcus P.A.

888 EAST LAS OLAS BLVD. SUITE 710
FORT LAUDERDALE, FLORIDA 33301

Telephone (954) 523-9696

Facsimile (954) 523-3858

e-mail address: ira.marcus@worldnet.att.net

IRA MARCUS

ALSO MEMBER OF MASSACHUSETTS
AND NEW JERSEY BARS

CERTIFIED CIRCUIT COURT MEDIATOR & ARBITRATOR

SLOAN A. CARR

May 23, 2002

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAY 28 PM 3:33

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

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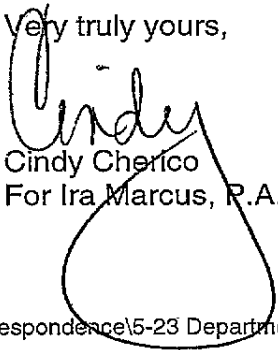
RE: Articles of Amendment to Articles of Incorporation of MHC

Dear Madam and/or Sir:

Enclosed are the Articles of Amendment to the Articles of Incorporation of Marine Hospitality Corporation along with a check in the amount of \$35.00 made payable to the Division of Corporations for the cost of filing the Amendment.

If you have any questions, please do not hesitate to contact our office. Thank you very much for your attention to this letter. I remain,

Very truly yours,


Cindy Cherico
For Ira Marcus, P.A.

CC:pc
Enclosure

S:\WPDOCS\SHELLEY\MARINE HOSPITALITY\Correspondence\5-23 Department of State ltr for MHC.wpd

Amend.

V SHEPARD MAY 31 2002

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
MARINE HOSPITALITY CORPORATION**
a Florida Corporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Article IV of the Articles of Incorporation of MARINE HOSPITALITY CORPORATION,
a Florida Corporation, hereinafter referred to as the "Corporation", is hereby amended to read as
follows:

ARTICLE IV

(a) The total number of shares of all classes of stock which the Corporation shall have the
authority to issue is 4,000,000,000 shares, of which


- (i) 3,800,000,000 shares shall be designated as Common Stock, and shall have a par
value of \$.0001 per share: and
- (ii) 200,000,000 shares shall be designated Preferred Stock, and shall have a par value
of \$.0001 per share.

[The balance of Article IV was not amended]

The foregoing Amendment to the Articles of Incorporation of the Corporation was duly
adopted and approved at a meeting of the Shareholders conducted on March 4, 2002, by a vote of
the Shareholders entitled to vote, with votes sufficient to approve the Amendment, pursuant to
Section 607.1001, *et seq.*, Florida Statutes.

Witness:

Marine Hospitality Corporation
A Florida Corporation


Secretary,
Tina Hill


By: S. W. SHELLEY, Chairman

VERIFICATION

STATE OF FLORIDA }
COUNTY OF BROWARD }

BEFORE ME, this day personally appeared S. W. SHELLEY, as Chairman of the
Board of Marine Hospitality Corporation, who is personally known to me OR who produced

MARINE HOSPITALITY CORPORATION
AMENDMENT TO ARTICLES OF INCORPORATION

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_____ as identification for the purposes expressed therein expressed being first duly sworn and says that the preceding Amendment was executed by him as President of the Corporation.

SWORN TO AND SUBSCRIBED before me this 14 day of March, 2002.

Tra Marcus
NOTARY PUBLIC (SIGNED)

TRA MARCUS
NOTARY PUBLIC (PRINT NAME)

My Commission Expires:



(SEAL)