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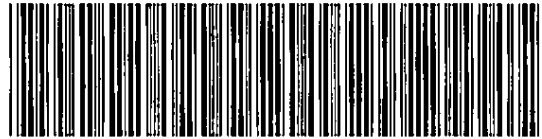
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COVER LETTER

TO: Amendment Section
Division of Corporations

Veteran Pursuits and Missions, Inc.

NAME OF CORPORATION: _____

DOCUMENT NUMBER: N19000001725

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Lisa K. Gallagher, Esq.

(Name of Contact Person)

Ferguson Skipper, P.A.

(Firm/ Company)

1515 Ringling Blvd., 10th Floor

(Address)

Sarasota, Florida 34236

(City/ State and Zip Code)

L.gallagher@fergesonskipper.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Lisa K. Gallagher

941

957-1900

at

(Name of Contact Person)

(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

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Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|--|--|--|--|

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

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

FILED
19 MAR -7 PM 4:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
VETERAN PURSUITS AND MISSIONS, INC.
(Florida Document Number: N19000001725)**

Pursuant to the provisions of section 617.1006, Florida Statutes, this Florida Not For Profit Corporation adopts the following amendments to its Articles of Incorporation.

ARTICLE I. - NAME AND PRINCIPAL OFFICE

The name of this corporation is VETERAN PURSUITS AND MISSIONS, INC. The street address of the initial principal office of the corporation is 700 Cocoanut Avenue, Suite 354, Sarasota, Florida 34236. The mailing address of the corporation is the same.

ARTICLE II. - TERM

The corporation shall have perpetual existence.

ARTICLE III. - PURPOSE

The corporation is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, and more particularly to (a) provide opportunities for veterans to experience and learn deep sea fishing, and (b) foster and promote the physical and emotional reintegration of veterans through deep sea fishing and the outdoors.

ARTICLE IV. - MEMBERS

The corporation shall not have members.

ARTICLE V. - BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a board of directors consisting of at least three directors. The rules concerning the size and governance of the board of directors, and the management of its affairs, shall be as set forth in the by-laws of the corporation.

ARTICLE VI. - REGISTERED OFFICE AND AGENT

The registered office for this corporation shall be 700 Cocoanut Avenue, Suite 354, Sarasota, Florida 34236. The registered agent is Andrew A. Barnes.

ARTICLE VII. – POWERS

Except as otherwise provided in these Articles of Amendment, this corporation shall have and exercise all the power of not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect the purposes of the corporation.

ARTICLE VIII. – LIMITATION OF ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors or officers, except that the corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IX. – PRIVATE FOUNDATION LIMITATIONS

If the corporation is or becomes a private foundation (as defined in Section 509 of the Code), then the corporation will distribute its income for each taxable year in a way that will not subject it to tax under Section 4942 of the Code. The corporation shall not self-deal (as defined Section 4941(d) of the Code), shall not retain excess business holdings (as defined in Section 4943(c) of the Code), shall not make investments which will subject the corporation to tax under Section 4944 of the Code, and shall not make any taxable expenditures (as defined in Section 4945(d) of the Code).

ARTICLE X. - INCORPORATOR

The name and address of the incorporator are as follows:

ANDREW A. BARNES
700 Cocoanut Avenue, Suite 354
Sarasota, Florida 34236

ARTICLE XI. – BYLAWS

The bylaws of this corporation shall be made, altered, or rescinded by the board of directors at any regular or special meeting held in accordance with the bylaws.

ARTICLE XII. - AMENDMENT OF ARTICLES OF INCORPORATION

The articles of incorporation may be amended from time to time by a resolution adopted by the requisite affirmative vote by the board of directors; provided however, that the articles of incorporation shall not be amended to permit the corporation to engage in any activity that will cause it to lose its exemption status under Section 501(c)(3) of the Code.

ARTICLE XIII.- DISSOLUTION

Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the court determines, which are organized and operated exclusively for such purposes.

ARTICLE XIV.- INDEMNIFICATION

To the maximum extent permitted by law, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil or criminal, administrative or investigative (whether or not by or in the right of the corporation), by reason of the fact he or she is or was a director or officer of the corporation, against any and all expenses (including attorney's fees, court costs and appellate costs and fees), judgments, fines and amounts paid in settlement incurred by him or her in connection with such action, suit or proceeding, except for a director or officer who is adjudged guilty of willful misfeasance or willful malfeasance in the performance of his duties. Such right of indemnification shall continue as to a person who has ceased to be a director or officer and shall enure to the benefit of the heirs and personal representative of such person; provided, however, that if any past or present officer or director sues the corporation, other than to enforce this indemnification, the past or present officer or director instituting such suit shall not have the right of indemnification hereunder in connection with that suit. The corporation is authorized to purchase insurance to provide funds for the indemnification hereinabove set forth and, if such insurance is purchased but the proceeds thereof are not sufficient to cover the cost of indemnification, the deficiency shall be paid from corporate funds. This indemnification is an absolute right, and any such assessments shall be made notwithstanding any other provisions contained herein to the contrary.

ARTICLE XV.- INITIAL OFFICERS AND DIRECTORS

The initial officer(s) and/or director(s) of the corporation are:

Title(s): Director, President
ANDREW A. BARNES
700 COCOANUT AVENUE, SUITE 354
SARASOTA, FLORIDA 34236, USA

Title(s): Director
SAM OCHI
7130 WHITEMARSH CIRCLE
LAKEWOOD RANCH, FLORIDA 34202, USA

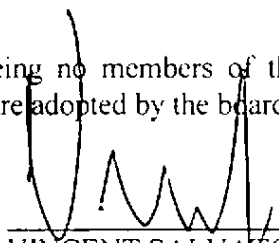
Title(s): Director
SCOTT J. WALMSLEY
1214 2ND STREET SOUTH
STILLWATER, MINNESOTA 55082, USA

Title(s): Director
VINCENT SALVATORIELLO
535 FIFTH AVENUE, 4TH FLOOR
NEW YORK, NEW YORK 10017, USA

Title(s): Director, Treasurer
SANDRA W. BARNES
700 COCOANUT AVENUE, SUITE 354
SARASOTA, FLORIDA 34236, USA

IN WITNESS WHEREOF, there being no members of the company, these Articles of Amendment to the Articles of Incorporation are adopted by the board of directors, effective as of the date it is filed.


ANDREW A. BARNES, Director


VINCENT SALVATORIELLO, Director


SAM OCHI, Director


SANDRA W. BARNES, Director

SCOTT J. WALMSLEY, Director

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