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WRITER'S DIRECT DIAL NO.:

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H. IRWIN LEVY

RETIRED

March 14, 2000

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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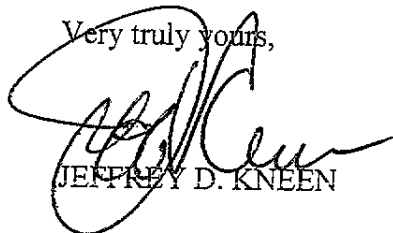
RE: NATIONAL MARINE INSTITUTE, INC.
F/K/A NATIONAL DONATIONS INSTITUTE, INC.

Dear Sir or Madam:

Enclosed is an original and one copy of Amended and Restated Articles of Incorporation of National Marine Institute, Inc., f/k/a National Donations Institute, Inc., for filing with your office together with a check in the amount of \$35.00. Please return a copy of the filed Amended and Restated Articles to this office.

Also enclosed is a letter from the President of the Corporation pertaining to its use of the fictitious name "National Marine Institute".

Very truly yours,



JEFFREY D. KNEEN

JDK:jf
enc.

cc: Mr. Frank Kamerling, President

FILED
00 MAR 16 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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T. LEWIS MAR 24 2000

NATIONAL DONATIONS INSTITUTE, INC.

(d/b/a National Marine Institute)

3135 East Atlantic Blvd.

Pompano Beach, FL 33062

January 15, 2000

Florida Department of State
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: CONSENT TO USE THE FICTITIOUS NAME "NATIONAL MARINE
INSTITUTE" REGISTRATION NO. G96306000095

To Whom It May Concern:

On November 1, 1996, National Donations Institute, Inc. filed the Fictitious Name Registration for "National Marine Institute" and it was assigned the registration number of G96306000095.

Please be advised that National Donations Institute, Inc., is amending its Articles of Incorporation, changing its corporate name to National Marine Institute, Inc. The purpose of this letter is to confirm our consent for such use of this fictitious name. Since National Donations Institute, Inc., will now be known as National Marine Institute, Inc., the fictitious name of National Marine Institute may be terminated.

Very Truly Yours,



Frank Kamerling
President

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
NATIONAL MARINE INSTITUTE, INC.
(a Corporation Not for Profit)**

FILED
00 MAR 16 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED hereby certify that the original Articles of Incorporation for NATIONAL MARINE INSTITUTE, INC., (formerly known as National Donations Institute, Inc.) were filed in the Secretary of State's Office of the State of Florida on March 18, 1996. Pursuant to the provisions of Section 617.1002(1)(b) of the Florida Corporations Not For Profit Act, since there are no members or stockholders, amendments to the Articles of Incorporation may be adopted by the Board of Directors. The undersigned hereby certify that by an Action of the Board of Directors of this Corporation, dated as of January 15, 2000, by unanimous written consent without a meeting, the terms and provisions of the original Articles of Incorporation were amended by deleting all the provisions thereof in their entirety and replacing them with the terms and provisions as hereinafter set forth.

In compliance with the requirements of the Laws of the State of Florida, the undersigned do hereby certify:

**ARTICLE I
NAME**

The name of the corporation is NATIONAL MARINE INSTITUTE, INC., hereinafter called the "Corporation".

**ARTICLE II
STREET ADDRESS OF PRINCIPAL OFFICE**

The street address of the Registered Office and the street address of the principal office of the Corporation is 3135 East Atlantic Boulevard, Pompano Beach, Florida, 33062.

**ARTICLE III
PURPOSES**

The purpose of the Corporation is to provide a school program dedicated to the education of our youth as to the importance of our oceans as they relate to our environment. We will admit students of any race, color, national or ethnic origin to all right, privileges, programs and activities generally accorded or made available to students at the school. We will not discriminate on the basis of race, color, national or ethnic origin in administration of our educational policies, admissions policies, scholarship and loan programs, and athletic or other school administered policies. In addition, no grants, scholarships, loans or assistance of any kind will be provided to any entity not having the same policies.

ARTICLE IV
POWERS OF THE CORPORATION

The Corporation shall have all the powers as provided in Section 617.0302 of the Florida Corporations Not for Profit Act.

ARTICLE V
BOARD OF DIRECTORS

The method of appointment of the Board of Directors of the Corporation shall be as set forth in the Bylaws of the Corporation.

ARTICLE VI
DURATION

The corporation shall exist perpetually.

ARTICLE VII
REGISTERED OFFICE AND REGISTERED AGENT

The current registered agent for the Corporation is Jeffrey D. Kneen, Esq., and the registered office is at Levy, Kneen, Mariani, Curtin, Kornfeld & del Russo, P.A., 1400 Centrepark Boulevard, Suite 1000, West Palm Beach, Florida 33401.

ARTICLE VIII
SUBSCRIBERS

The name and street address of the incorporator to these Amended and Restated Articles of Incorporation is:

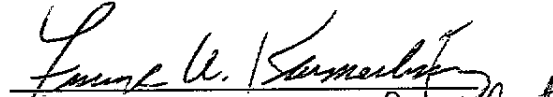
Frank A. Kamerling	3135 East Atlantic Boulevard
	Pompano Beach, FL 33062

ARTICLE IX
INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Corporation shall and does hereby agree to indemnify, defend and hold harmless every Director and every Officer, their heirs, personal representatives, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a Director or Officer of the Corporation, including reasonable counsel fees, except as to matters wherein he shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in

addition to, and not exclusive of, all other indemnification rights to which such Director or Officer may be entitled, by law or otherwise.

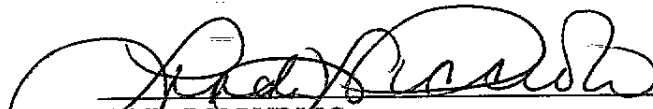
IN WITNESS WHEREOF the undersigned has executed these Amended and Restated Articles of Incorporation this 15 day of January, 2000.


FRANK A. KAMERLING - President

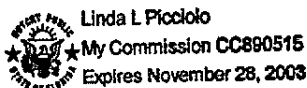
STATE OF FLORIDA)
)ss:
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared FRANK A. KAMERLING, who is personally known to me or produced _____ as identification.

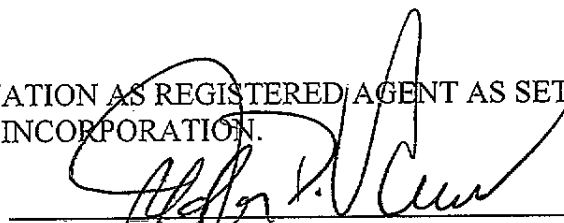
WITNESS my hand and official seal in the County and State last aforesaid this 15th day of January, 2000.


NOTARY PUBLIC
LINDA L. PICCIOLO
Printed Notary Signature

My Commission Expires:



I HEREBY ACCEPT THE DESIGNATION AS REGISTERED AGENT AS SET FORTH IN THESE ARTICLES OF INCORPORATION.


JEFFREY D. KNEEN