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ATTORNEYS AT LAW

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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November 20, 1998

N98000004702

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-11/23/98--0115--019

\*\*\*\*\*87.50 \*\*\*\*\*43.75

Florida Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32314

Re: U.S.S. FORRESTAL SEA, AIR, SPACE MUSEUM, INC.

Gentlemen:

Enclosed herewith are the Articles of Amendment to Articles of Incorporation for the subject corporation together with a check in the amount of \$87.50 to cover the following:

Filing Fees	\$35.00
Certified Copy	<u>52.50</u>

\$87.50

We would appreciate your filing the Articles of Amendment, certifying them as the Articles of Amendment of Articles of Incorporation, and returning them to us.

Sincerely,

*Karen J. Prevatt*

Karen J. Prevatt

*Amend  
12-3-98  
DWS*

Enclosures

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILED

**FILED**

**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF**

98 NOV 23 PM 1:25

**U.S.S. FORRESTAL SEA, AIR, SPACE MUSEUM, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WHEREAS, the Articles of Incorporation of U.S.S. FORRESTAL SEA, AIR, SPACE MUSEUM, INC. were filed and approved by the Secretary of State of Florida on August 12, 1998 having Document Number N98000004702; and

WHEREAS, it is the intention of the Directors of U.S.S. FORRESTAL SEA, AIR, SPACE MUSEUM, INC. that the Articles of Incorporation be amended; and

WHEREAS, the proposed Articles of Amendment to Articles of Incorporation of U.S.S. FORRESTAL SEA, AIR, SPACE MUSEUM, INC. hereinafter set forth was approved by the Directors, who also serve as the sole members of the Corporation, pursuant to provisions of Florida Statutes Section 617.1002 and Section 617.1006 at a meeting duly called on the 28th day of October, 1998;

NOW, THEREFORE, the Articles of Incorporation of U.S.S. FORRESTAL SEA, AIR, SPACE MUSEUM, INC. are hereby amended by amending Article VIII, Section 2, to read as follows:

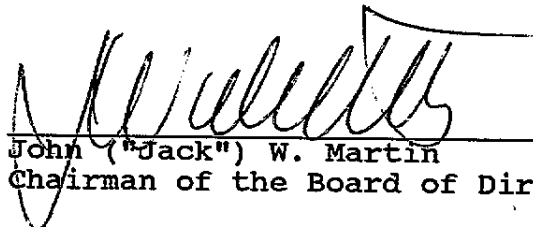
**ARTICLE VIII.**

**Section 2.** The number of directors which constitute the Board of Directors may be increased or decreased as provided in the Bylaws of the Corporation; provided, however, in no event shall the number of directors be less than three (3), nor more than twenty-five (25).

In accordance with the Articles of Incorporation, the Articles may be amended by a majority vote of the Directors present at a regular meeting. The Directors also serve as the Corporation's sole members. The Amendment was adopted at a regular meeting on October 28, 1998 at which a quorum of Directors was present. The approval was by unanimous vote of those present which constituted a sufficient numbers of votes cast for adoption of the Amendment.

IN WITNESS WHEREOF, these Articles of Amendment to the Articles of Incorporation are hereby executed on behalf of U.S.S. FORRESTAL SEA, AIR, SPACE MUSEUM, INC. by its Directors.

The Articles of Amendment shall be effective upon the filing of the same with the Secretary of State of Florida.

  
John ("Jack") W. Martin  
Chairman of the Board of Directors

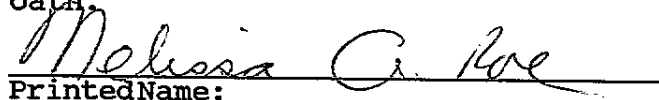
ATTEST:

  
Ron Cavalier, Secretary

(Corporate Seal)

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 18th day of November 1998 by JOHN ("JACK") W. MARTIN as Chairman of the Board of Directors and RON CAVALIER as Secretary of U.S.S. FORRESTAL SEA, AIR, SPACE MUSEUM, INC., who are personally known to me or who have produced \_\_\_\_\_ as identification and who did (did not) take an oath.

  
Printed Name: \_\_\_\_\_  
Notary Public  
Serial Number (if any): \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_



MELISSA A ROSE  
My Commission CO433157  
Expires Jan. 12, 1999  
Bonded by HAI  
800-422-1555