

N98000004702

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January 7, 1999

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

900002736733--1
-01/11/99--01105--016
*****87.50 *****43.75

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

Gentlemen:

Enclosed herewith are the second 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

Enclosures

Amend.
1-15-99
cc

FILED
99 JAN 11 AM 8:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF

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

FILED
99 JAN 11 AM 8:05
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, the first Articles of Amendment to Articles of Incorporation of U.S.S. FORRESTAL SEA, AIR, SPACE MUSEUM, INC. were filed and approved by the Florida Secretary of State on November 23, 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 further amended; and

WHEREAS, the proposed second 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 9th day of December, 1998;

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

ARTICLE VIII.

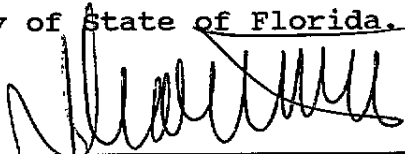
Section 2. The number of directors which constitute the Board of Directors may be increased or decreased as provided in the

Bylaws of the Corporation; provided, however, in no event shall the number of directors be less than three (3), nor more than thirty-five (35).

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 December 9, 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 Chairman of the Board of 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 6th
day of January 1999 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.

Melissa A. Rose
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