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ATTORNEYS AT LAW

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February 18, 2002

Secretary of State Division of Corporations Post Office Box 6327 Tallahassee, FL 32399 400004981064--7 -02/20/02--01028--004 ******70.00 ******35.00

Re: J & B Whitewhale Charters, Inc. and Black's Island Outfitters, Inc.

Dear Sir or Madam:

I have enclosed the Articles of Amendment for both of the above-captioned corporations changing the name/address of the President, Secretary and Director for each corporation. Also enclosed is our check in the amount of \$70 to cover the cost of filing these documents.

Thank you for your assistance in this matter.

Sincerely

Thomas S. Gibson

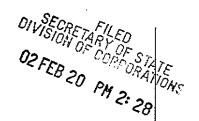
TSG/pwr

Enclosures as stated

Amend-

2/2,/02

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



Black's Island Outfitters, Inc.

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

1. ARTICLE VI is hereby amended to change the President, Secretary and Director of the corporation to *Gary L. Hites, whose address is 710 Gulf Aire Drive, Port St. Joe, FL,* 32456. A copy of the Minutes of Meeting dated September 24, 2001 is attached hereto.

This amendment was approved and adopted by unanimous votes of the shareholders and the board of directors on this the 24 day of 3, 2001.

Signed this 24 day of Sept, 2001.

Gary L. Hites

President/Secretary/Director

MINUTES OF MEETING OF SEPTEMBER 14, 2001 AT THE OFFICES OF RISH, GIBSON & SCHOLZ, P.A.

OF

BLACK'S ISLAND OUTFITTERS, INC.

The meeting of directors and shareholders of BLACK'S ISLAND OUTFITTERS, INC. was held on September 24, 2001 at the offices of Rish, Gibson & Scholz, P.A., 206 East Fourth Street, Port St. Joe, Florida. Present at the meeting was William D. Koran, Janna N. Bush, Gary L. Hites and Thomas S. Gibson of Rish, Gibson & Scholz, P.A., attorney. All directors waived notice of the meeting and consented to the actions taken at the meeting.

The first order of business was election of officers and directors. Gary L. Hites was unanimously elected as President, Secretary and Director of the corporation.

The next order of business was the purchase of all of the shares of stock in Black's Island Outfitters, Inc. by Seahorse Water Safaris, Inc. The corporation voted to sell all of the shares of stock in Black's Island Outfitters, Inc. to Seahorse Water Safaris, Inc.

There being no further business to come before the corporation, the meeting was adjourned.

Signed this 24th day of September, 2001.

GARY L HITES

PRESIDENT/SECRETARY/DIRECTOR