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LAW OFFICES

Case & Muffler

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

SUITE 102

2810 EAST OAKLAND PARK BOULEVARD
FORT LAUDERDALE, FLORIDA 33306

JAMES L. CASE*

STEPHEN C. MUFFLER, LL.M.

*ALSO MEMBER MICHIGAN BAR

May 15, 2001 (954) 563-1000

FAX (954) 565-2047

WEB SITE: www.floridaclosings.com

Corporate Records Bureau
Division of Corporations

ATTENTION: AMENDMENT SECTION

Department of State

Post Office Box 6327

Tallahassee, FL 32314

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-05/21/01--01093--001

*****35.00 *****35.00

RE: BOATERS BEST.COM, INC.

Dear Sir:

Enclosed please find an original and copy of a Certificate of Amendment to Carter of the above captioned company, together with our check in the amount of \$35.00 representing payment of the filing fee.

Please return a file stamped copy of the Amendment to our office in the enclosed, self-addressed, stamped envelope.

Very truly yours,

JAMES L. CASE, P.A.

Karen Block
KAREN BLOCK,
Legal Assistant

*Amend
5-25-01
PMS*

KB

Enclosure

01-38-137

FILED
01 MAY 21 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF AMENDMENT TO CHARTER

I HEREBY CERTIFY that at a Meeting of the Stockholders of BOATERS BEST.COM, INC., a Florida Corporation held at the office of the Corporation, at 2016 N.E. 26th Drive, Wilton Manors, Florida, 33306, on the 2nd day of May, 2001, the following Amendment to the Charter of BOATERS BEST.COM, INC., was adopted by the affirmative vote of all of the Stockholders and Directors of the Corporation pursuant to Article IX of the Articles of Incorporation which provides for the Amendment of the Articles of Incorporation.

BE IT RESOLVED that the Charter of this Corporation be amended in the following manner:

ARTICLE VI - OFFICERS AND DIRECTORS shall be amended to include:

JIM ZIMMERMAN - President/Director
JON LEWIS - Secretary/Treasurer/Director

I FURTHER CERTIFY that there were present at the meeting in person all of the owners of the issued capital stock in said Corporation, and that said meeting was duly and regularly called and held as required by Section 607.1006, Florida Statutes, and that more than the majority of all of the owners of the outstanding capital stock in said Corporation voted in favor of the above Amendment without qualification.

IN WITNESS WHEREOF, we have affixed our hands and corporate seal of this Corporation at Fort Lauderdale, Florida this 2nd day of May, 2001.

BOATERS BEST.COM, INC.,
a Florida Corporation.

By: Jim Zimmerman
Jim Zimmerman, President

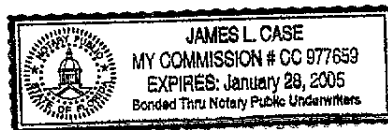
STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing documents was acknowledged before me this 2nd day of May, 2001, by JIM ZIMMERMAN, as President of BOATERS BEST.COM, INC., a Florida Corporation, who is personally known to me or who produced as identification.

[Signature]
NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES:

PREPARED BY:
JAMES L. CASE, ESQUIRE
2810 East Oakland Park Boulevard
Suite 102
Fort Lauderdale, FL 33306
(954) 563-1000



[SEAL]
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FILED
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