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## Florida Department of State

Division of Corporations

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## BASIC AMENDMENT

CRUISEXCURSIONS.COM, CORP.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$43.75

Amendment

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**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
CRUISEXCURSIONS.COM, INC.**

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The undersigned, being the sole Incorporator of CruisExcursions.com, Inc., a corporation organized and existing under and by virtue of the Florida Business Corporation Act (the "Corporation"), does hereby certify:

1. The name of the Corporation is CruisExcursions.com, Inc.
2. The Corporation does not yet have directors or shareholders.
3. The following provision of the Articles of Incorporation of the Corporation be and it hereby is amended in the following particulars:

a) Article III be and it hereby is amended to read in its entirety as follows:

**ARTICLE III - SHARES**

The Corporation is authorized to issue Fifty (50) Million shares of Common Stock, having a par value of \$0.001 per share, and Five Million (5,000,000) shares of Preferred Stock, having a par value of \$0.01 per share.

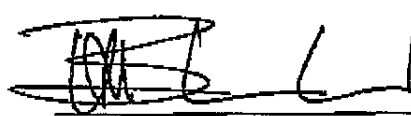
The Preferred Stock may be issued from time to time in series, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the issuance of such Preferred Stock, adopted by the Board of Directors pursuant to the authority granted in this amendment

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4. The foregoing amendment was adopted by the Incorporator of the Corporation by written consent dated August 31, 2000.

IN WITNESS WHEREOF, the undersigned Incorporator of the Corporation has executed these Articles of Amendment this 31 day of August, 2000.

A handwritten signature in black ink, appearing to read "C. J. Blanchard", written over a horizontal line.

CHRISTOPHER J. BLANCHARD

- b) Article VI be and it hereby is added to read in its entirety as follows. <sup>H00000047636 6</sup>

**ARTICLE VI - BOARD OF DIRECTORS**

This Corporation shall have one director initially. The name and address of the initial director of the Corporation, who shall hold office until his successor is elected and qualified or until his earlier resignation or removal from office is:

Christopher J. Blanchard  
2927 Center Street  
Coconut Grove, Florida 33133

- c) Article VII be and it hereby is added to read in its entirety as follows:

**ARTICLE VII - PURPOSE**

The Corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.