P00000060194

July 31, 2000

13005 Sea Critter Lane Dover, FL 33527

Florida Department of State Division of Corporations Amendment Section P.O. Box 6327 Tallahassee, FL 32314

RE: Corp. #P00000060194

Dear Sirs,

Please find enclosed Articles of Amendment to the Articles of Incorporation for Florida Sea Farms, Inc., filed on June 16, 2000. Please make the indicated changes to the Board of Directors and Officers as noted. Please return a certified copy of the amendment. The appropriate fees have been included.

Thank you,

Teresa Herndon

Teresa Heindox

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SECRETARY OF STATE
TAIL AHASSEE, FLORIC

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



FLORIDA SEA FARMS, INC.

(present name)

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

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall initially have Two (2) directors and One (1) officer. The number of directors may be increased or decreased from time to time, by the by-laws of this corporation, but shall never be less than one. The name and address of the initial directors of this corporation are:

NAME ADDRESS

Teresa R. Herndon Lee Roy Herndon Jr. 13005 Sea Critter Lane, Dover, Florida 33527 13005 Sea Critter Lane, Dover, Florida 33527

OFFICERS OF THE CORPORATION

NAME

TITLE

ADDRESS

Teresa R. Herndon President

13005 Sea Critter Lane, Dover, FL 33527

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

NOT APPLICABLE

THIRD: The date of each amendment's adoption: JULY 31, 2000.

FOURTH: Adoption of Amendment(s) (CHECK ONE):	
	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s): "The number of votes cast for the amendment(s) was/were sufficient for approval by." voting group
X	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
Signed this 31 day of July 2000. Signature (By the Chairman or Vice Chairman of the Board of Directors, President or other officer If adopted by the shareholders)	
OR (By a director if adopted by the directors)	
OR .	
(By an incorporator if adopted by the incorporators)	
<u>Le</u>	e Roy Herndon Jr ("Roy Henderson")
President Typed opprinted name	