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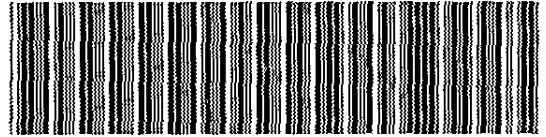
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DEPT. OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ACCOUNT NO. : 072100000032

REFERENCE : 797234 7266798

AUTHORIZATION : *Patricia Pigeon*

COST LIMIT : \$ 43.75

ORDER DATE : December 16, 2002

ORDER TIME : 12:10 PM

ORDER NO. : 797234-010

CUSTOMER NO: 7266798

CUSTOMER: Suzanne Walker, Legal Asst
Phelps Dunbar, Llp
Suite 1900
100 South Ashley Drive
Tampa, FL 33602

DOMESTIC AMENDMENT FILING

NAME: STARSHIP CRUISE LINE, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Parramore -- EXT# 1147

EXAMINER'S INITIALS: _____

*** FILE FIRST ***

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
STARSHIP CRUISE LINE, INC.**

DOCUMENT NO. P00000116747

FILED
02 DEC 16 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, Starship Cruise Line, Inc.,
(the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

First: Article I of the Corporation's Articles of Incorporation is amended and replaced with the following language:

Article I

Name

The name of the Corporation shall be Yacht Starship, Inc.

Second: The date of this Amendment is December 11, 2002.

Third: This Amendment was approved by the shareholder(s). The number of votes cast was sufficient for approval.

Fourth: The Corporation hereby consents to an affiliated entity, Starship Cruise Line, Inc., a Delaware corporation, qualifying to do business in the State of Florida under the name "Starship Cruise Line, Inc."

Signed this 11 day of December, 2002.


TROY MANTHEY, President