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BASIC AMENDMENT

ADVENTURE CAPITAL GROUP, EXPEDITION 151, INC.

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Amendment
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 27, 2001

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ADVENTURE CAPITAL GROUP, EXPEDITION 151, INC.
100 LEE WAGENER BLVD SUITE 204
FT LAUDERDALE, FL 33315

SUBJECT: ADVENTURE CAPITAL GROUP, EXPEDITION 151, INC.
REF: P01000016098

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You failed to make the correction(s) requested in our previous letter.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Darlene Connell
Corporate Specialist

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 26, 2001

ADVENTURE CAPITAL GROUP, EXPEDITION 151, INC.
100 LEE WAGENER BLVD SUITE 204
FT LAUDERDALE, FL 33315

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

SUBJECT: ADVENTURE CAPITAL GROUP, EXPEDITION 151, INC.
REF: P01000016098

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The document is illegible and not acceptable for imaging.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6050.

Karen Gibson
Corporate Specialist

FAX Attn. #: H01000076261
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Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

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ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF ADVENTURE CAPITAL GROUP, EXPEDITION 151, INC.,
A FLORIDA CORPORATION

In accordance with the terms of Section 607.1006 of the Florida Business Corporation Act, ADVENTURE CAPITAL GROUP, EXPEDITION 151, INC., a Florida corporation (the "Corporation"), hereby adopts the following amendment to Article VI and VII of its Articles of Incorporation which shall read as follows:

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the director of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. The corporation shall have one director. The name and street address of the member of the Board of Directors are:

Gerald I. Klein 7613 Granville Drive
Tamarac, FL 33321-8743

ARTICLE VII. OFFICERS

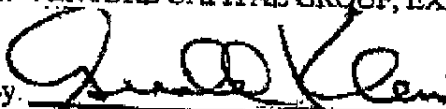
The name and address of the officer of the corporation who shall hold office for the first year of the corporation, or until his successors are elected or appointed are:

Gerald I. Klein 7613 Granville Drive
Tamarac, FL 33321-8743

The foregoing amendment to the Articles of Incorporation of the Corporation was adopted by means of a Written Consent of the Sole Shareholder and Sole Director of the Corporation dated June 25, 2001, in accordance with the terms of Section 607.1003 of the Florida Business Corporation Act, and consequently, the number of shares cast in favor of the amendment was sufficient for its approval.

Date: June 25, 2001

ADVENTURE CAPITAL GROUP, EXPEDITION 151, INC.

By: 
Gerald I. Klein, President

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