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2001 JUL 25 PM 4:53**BASIC AMENDMENT****ADVENTURE CAPITAL GROUP, EXPEDITION 151, INC.**

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DIVISION OF CORPORATIONS*Amendment*

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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 amendments to Article I and IV of its Articles of Incorporation which shall read as follows:

ARTICLE I. NAME AND ADDRESS.

The name of the corporation shall be Adventure Capital Group, Expedition 151, Inc. The address of the principal office of the Corporation and its mailing address shall be 7613 Granville Drive, Tamarac, FL 33321-8743.

ARTICLE IV. REGISTERED OFFICE AND AGENT.

The street address of the registered office of the Corporation shall be c/o Kirkpatrick & Lockhart LLP, 201 South Biscayne Blvd., 20th Floor, Miami, FL 33131, and the name of the registered agent of the Corporation at that address shall be Troy J. Rullo.

The foregoing amendments to the Articles of Incorporation of the Corporation were adopted by means of a Written Consent of the Sole Shareholder and Sole Director of the Corporation dated July 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: July 25, 2001

ADVENTURE CAPITAL GROUP, EXPEDITION 151, INC.

By:


Gerald I. Klein, President

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**CERTIFICATE OF REGISTERED AGENT
OF**

ADVENTURE CAPITAL GROUP, EXPEDITION 151, INC.

Having been named to accept service of process for Adventure Capital Group, Expedition 151, Inc., at the place designated in the foregoing Amendment to the Articles of Incorporation, Troy J. Rillo agrees to act in this capacity and is familiar with and accepts the obligations provided in Section 607.0505 of the Florida Business Corporation Act.

DATE: July 25, 2001


Troy J. Rillo

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