

P01000030513

ZIES BROTHERS, P.A.

Attorneys at Law
15 Silver Palm Avenue
Melbourne, Florida 32901

Telephone (321) 722-3222

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August 11, 2000

Secretary of State
Division of Corporations
409 East Gains Street
Tallahassee, Florida 32399

RE: Articles of Amendment to
Articles of Incorporation of
Turtleback Watersports, Inc.

Dear Sir/Madam:

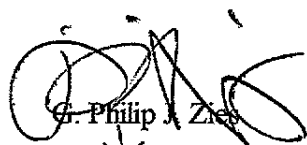
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-07/17/01--01023--006
*****87.50 *****43.75

Enclosed please find an original and one (1) copy of the Articles of Amendment to Articles of Incorporation for Turtleback Watersports, Inc. Also enclosed, please find check #1125 in the amount of \$87.50 as the required fee to process said documents. Please file same and return a certified copy to my office.

Thank you in advance for your prompt attention to this matter.

Respectfully submitted,

ZIES BROTHERS, P.A.


G. Philip J. Zies

gave author to remove
initial - ac 8/31/01

FILED
01 AUG 31 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ac 8/31
Amend

ZIES BROTHERS, P.A.

Attorneys at Law
15 Silver Palm Avenue
Melbourne, Florida 32901

Telephone (321) 722-3222

Facsimile (321) 722-0577

August 28, 2000

Ms. Anna Chesnut, Corporate Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Articles of Amendment to
Articles of Incorporation of
Turtleback Watersports, Inc.

Dear Ms. Chesnut:

Enclosed please find an original and one (1) copy of the Articles of Amendment to Articles of Incorporation for Turtleback Watersports, Inc. My office previously provided you with check #1125 in the amount of \$87.50 as the required fee to process said documents. Also enclosed please find a copy of your letter dated July 20, 2001. Please file the Articles of Amendment and return a certified copy to my office.

Thank you for your continued assistance in this matter.

Respectfully submitted,

ZIES BROTHERS, P.A.


G. Philip J. Zies



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 20, 2001

ZIES BROTHERS, P.A.
% G. PHILIP J. ZIES
15 SILVER PALM AVE.
MELBOURNE, FL 32901

SUBJECT: TURTLEBACK WATERSPORTS, INC.
Ref. Number: P01000030513

We have received your document for TURTLEBACK WATERSPORTS, INC. and check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

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) 245-6908.

Anna Chesnut
Corporate Specialist

Letter Number: 401A00042565

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TURTLEBACK WATERSPORTS, INC.

Pursuant to the provisions of section 607.1001, Florida Statutes, this Florida corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Article II, of the Articles of Incorporation filed March 21, 2001, shall be removed in its entirety and shall be amended to read as follows:

"ARTICLE II.-ADDRESS

The post office address of the principal office of this corporation is: 1325 North Atlantic Boulevard, Suite 32, Cocoa Beach, Florida 32931.

The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida."

SECOND: Article IX, of the Articles of Incorporation filed March 21, 2001, shall be removed in its entirety and shall be amended to read as follows:

"ARTICLE IX.-NUMBER OF DIRECTORS

This corporation shall have two (2) Directors. The number of Directors may be increased or diminished from time to time by By-Laws adopted by Stockholders and shall never be less than one (1)."

THIRD: Article X, of the Articles of Incorporation filed March 21, 2001, shall be removed in its entirety and shall be amended to read as follows:

"ARTICLE X.-DIRECTORS

The names and post office addresses of the Directors are:

Name

Address

Steven J. Hamilton

1325 North Atlantic Avenue, Suite 32
Cocoa Beach, Florida 32931

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01 AUG 31 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Lori A. Hamilton

1325 North Atlantic Avenue, Suite 32
Cocoa Beach, Florida 32931

FOURTH: This amendment is effective as of the date of filing these articles of amendment with the Department of State.

FIFTH: This amendment was approved by the Board of Directors, proposed by the Board of Directors to the Stockholders, and approved at a Stockholder's meeting. The number of votes cast for the amendment were sufficient for approval.

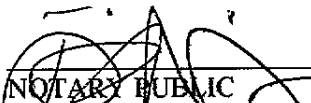
Signed this 31st day of JULY, 2001.


Steven J. Hamilton, President


Lori A. Hamilton, Secretary

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 24 day of JULY, 2001, by STEVEN J. HAMILTON, as President of Turtleback Watersports, Inc., who is personally known to me.


NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



G. Philip J. Zies
Commission # DD 031169
Expires July 16, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 31 day of JULY, 2001, by LORI A. HAMILTON, as Secretary of Turtleback Watersports, Inc., who is personally known to me.


NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



G. Philip J. Zies
Commission # DD 031169
Expires July 16, 2005
Bonded Thru
Atlantic Bonding Co., Inc.