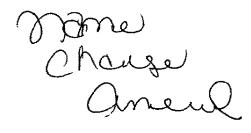
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ARTICLES OF AMENDMENT

The following Article I of the Articles of Incorporation of SUNCOAST YACHT SERVICE, INC., as filed on May 8, 2001, is amended in accordance with Florida Statutes Chapter 6 to read as follows:

"ARTICLE 1"

"NAME"

"The name of the corporation shall be: REPUBLIC CHARTERS, INC."

This amendment was approved and adopted by the Board of Directors of the corporation and the shareholders of the corporation all possessing identical voting rights. The amendment was approved by the requisite majority of votes cast, in accordance with applicable law, the charter of the corporation and its bylaws. The number cast given by the shareholders for the amendment was sufficient for the approval of this amendment. on April 5, 2004

IN WITNESS WHEREOF, the undersigned President and Secretary of the corporation has executed these Articles of Amendment this 5 day of April, 2004.

James/W. Kimball

as President/Director

STATE OF FLORIDA COUNTY OF PINELLAS

Sworn to and subscribed before me this

___ da<u>y</u> of

2004

NOTARY PUBLIC

Printed Name: State of Florida

My Commission Expires:

TELLI J TALLON Notary Public, State of Florida My Comm. Expires Mar 27, 2007 No. DD197781