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November 16, 2001

Via Federal Express

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Florida Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Submarine Cruises, Inc. - Articles of Amendment

Ladies and Gentlemen:

Enclosed please find for immediate filing Articles of Amendment for the above reference company, along with a check in the amount of \$35.00, payable to the Florida Department of State, to remit payment for the applicable filing fees.

Please date stamp the enclosed extra copy of the Articles of Amendment and return them to William Jacques, Esq., 210 West Pennsylvania Avenue, Suite 400, Towson, Maryland 21204, in the self addressed stamped envelope provided for your convenience.

Please do not hesitate to contact me if you have any questions. Thank you for your attention to this matter.

Very truly yours,



William D. Jacques

WDJ:cms

Enclosures  
239073

Gave OK  
to add RA  
to acceptance

Amendment  
Spayle  
11/28/01

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SUBMARINE CRUISES, INC.

ARTICLES OF AMENDMENT

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Submarine Cruises, Inc., having its principal office in Fort Lauderdale, Broward County, Florida (hereinafter called the "Corporation"), hereby certifies to the Florida Department of State (the "Department") that:

FIRST: The Articles of Incorporation of the Corporation are hereby amended as follows:

(a) Article 1 is hereby amended by deleting the Address of the Corporation and substituting in lieu thereof the following:

"Address of Corporation: 936 N.W. First Street  
Ft. Lauderdale, Florida 33311"

(b) Article 3 is hereby amended by deleting existing Article 3 and by inserting the following in lieu thereof:

"REGISTERED AGENT: JOHN B. KENNEDY

REGISTERED OFFICE: 936 N.W. First Street  
Ft. Lauderdale, Florida 33311"

(c) Article 2 is hereby amended by deleting Article 2 and substituting in lieu thereof, the following:

"2. The total number of shares of all classes of stock which the Corporation has authority to issue is Forty Million (40,000,000) shares, of which Thirty Million (30,000,000) shares shall be Common Stock, par value \$.001 per share, and Ten Million (10,000,000) shares shall be Preferred Stock, par value \$.001 per share.

The shares may be issued by the Corporation from time to time as approved by the Board of Directors of the Corporation without the approval of the stockholders except as otherwise provided in this Article IV or the rules of a national securities exchange or national

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

market system, if applicable. The consideration for the issuance of the shares shall be paid to or received by the Corporation in full before their issuance and shall not be less than the par value per share.

The holders of the Common Stock are entitled at all times to one vote for each share held and to such dividends as the Board of Directors may in their discretion from time to time legally declare, subject, however, to the voting and dividend rights, if any, of the holders of the Preferred Stock then outstanding. In the event of any liquidation, dissolution or winding up of the Corporation, the remaining assets of the Corporation after the payment of all debts and necessary expenses, subject, however, to the rights of all holders of the Preferred Stock then outstanding, shall be distributed among the holders of the Common Stock pro rata in accordance with their respective holdings. The Common Stock is subject to all of the terms and provisions of the Preferred Stock as fixed by the Board of Directors as hereinafter provided.

The Board of Directors shall have the authority to classify and reclassify any unissued shares of Preferred Stock by authorizing the issuance of the Preferred Stock from time to time in one or more series with such distinctive designations as may be established by the Board of Directors, and any such series: (a) may have such voting powers, full or limited, or may be without voting powers; (b) may be subject to redemption at such time or times and at such prices; (c) may be entitled to receive dividends (which may be cumulative or noncumulative) at such rate or rates, on such conditions and at such times and payable in preference to, or in such relation to, the dividends payable on any other class or classes or series of stock; (d) may have such rights upon the dissolution of, or upon any distribution of the assets of, the Corporation; (e) may be made convertible into, or exchangeable for, shares of any other class or classes or of any other series of the same or any other class or classes of stock of the Corporation, at such price or prices or at such rates of exchange, and with such other adjustments; and (f) shall have such other preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, terms or conditions of redemption or other rights, as shall hereafter be authorized by the Board of Directors in accordance with the Florida Statutes Annotated.

SECOND: The Board of Directors of the Corporation by a unanimous written consent pursuant to Section 607.0821 of the Florida Business Corporation Act (the "FBCA"), dated October 19, 2001 voted unanimously to approve, in accordance

with Section 607.1006 of the FBCA, the foregoing Amendment to the Articles of Incorporation, and directed that it be submitted to the Stockholders of the Corporation for action thereon.

THIRD: The Stockholders of the Corporation have signed a written consent dated October 19, 2001 pursuant to Section 607.0704 of the FBCA, in which consent the foregoing Amendment to the Articles of Incorporation was set forth and approved by the Stockholders of the Corporation holding outstanding stock of the single class of voting securities of the Corporation – Common Stock of the Corporation – representing the necessary number of shares that are required by statute to vote in favor of the amendment, and written notice to the foregoing Amendment to the Articles of Incorporation has been provided to the stockholders, if any, who have not consented in writing to the foregoing Amendment to the Articles of Incorporation in accordance with Section 607.0704 of the FBCA.

FOURTH: The Amendment to the Articles of Incorporation of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and approved by the Stockholders of the Corporation.

FIFTH: Prior to the filing of these Articles of Amendment, the Corporation had authority to issue Thirty Million (\$30,000,000) shares, with a par value of \$0.001 per share. The aggregate par value of all shares of all classes of stock with par value was Thirty Thousand Dollars (\$30,000.00) prior to the filing of these Articles of Amendment. Subsequent to the filing of these Articles of Amendment, the Corporation shall have authority to issue Forty Million (40,000,000) shares of Capital Stock, of which Thirty Million (30,000,000) shares shall be Common Stock, with \$0.001 par value for each share, and Ten Million (\$10,000,000) shares shall be Preferred Stock, with \$0.001 par value for each share. Subsequent to the filing of these Articles of Amendment, the aggregate par value of all shares of all classes of stock with par

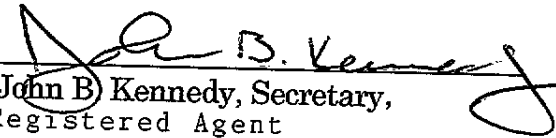
value shall be Forty Thousand Dollars (\$40,000.00). A description of each class, including preference, conversion, and other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms and conditions of redemption, appears in Article FIRST hereinabove.

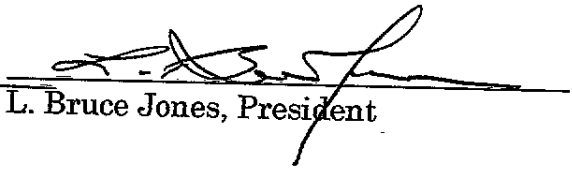
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IN WITNESS WHEREOF, Submarine Cruises, Inc. has caused these presents to be signed in its name and on its behalf by its President and attested by its Secretary, this 19th day of October, 2001, and its said President acknowledges under the penalties for perjury that these Articles of Amendment are the corporate act of said Corporation and that, to the best of his knowledge, information and belief, the matters and facts set forth herein are true in all material respects.

ATTEST:

SUBMARINE CRUISES, INC.

  
John B. Kennedy, Secretary,  
Registered Agent

  
L. Bruce Jones, President

I hereby accept the duties -4-  
and responsibilities as registered  
agent.