

PO1000087599

(Requestor's Name)

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(Business Entity Name)

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Leann Davis
AUTHORISED SIGNATURE
CORRECT add new president
DATE as it / address c.g
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900111008739

10/24/07--01011--013 **43.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2007 OCT 24 PM 1:36

PS: 10/26/07

Amend

*see K6 file as submitted
through

LEIANN S. DAVIS
P.O. BOX 542592
LAKE WORTH, FL 33454-2592
OCTOBER 18, 2007

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

Re: **PROCELL WATERSPORTS, INC.**

Dear Sir or Madam:

Enclosed are the Articles of Amendment form for the above captioned corporation.

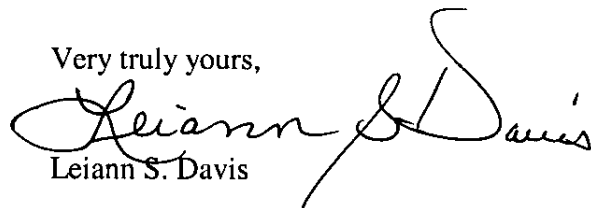
Receiving, filing, and indexing \$ 35.00
Articles of Amendment

Certificate of status \$ 8.75

TOTAL; \$ 43.75

Please telephone me at (561) 965-8115 if there is any reason why these requests cannot be met promptly. Thank you for your attention to these matters.

Very truly yours,


Leiann S. Davis

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

2007 OCT 24 PM 1:36

Pursuant to the provisions of section 607.1006 Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted:

REMOVE: CAROL PROCELL, DIRECTOR

SECOND: Amendment adopted:

ADD: ANNETTE ARRIAGA, PRESIDENT & DIRECTOR, RA
ROGER ROQUE, VICE PRESIDENT & DIRECTOR
138 VICTORIA DR, WPB, FL 33406

THIRD: Amendment adopted:

CHANGE NAME TO: KAYAK-KING WATERSPORTS, INC.

FOURTH: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows: Stock initially issued to Carol Procell has been sold to ANNETTE ARRIAGA. As indicated by attached agreement.

FIFTH: The date of each amendment's adoption: October 10, 2007.

SIXTH: Adoption of Amendment:

X The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

The amendment was adopted by the incorporator without shareholder action and shareholder action was not required.

Signed this 18 day of October, 2007.

Signature Annette Arriaga
PRESIDENT

October 10, 2007

Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32315

re: Procell Watersports, Inc. / P01000087599
Resignation of Carol Procell

Dear Sir or Madam:

I hereby resign any and all positions from the company that I may have, as I have sold the shares of the company to Annette Arriaga and Roger Roque. I thank you for your attention to this matter.

Yours truly,

A handwritten signature in black ink, appearing to read "Carol Procell", with a large, stylized loop at the beginning.

Carol Procell

Sellers Affidavit

State of Florida)
) ss.
County of Palm Beach)

Before me, a notary public duly authorized to administer oaths and take acknowledgments in the county and state aforesaid, personally came and appeared Carol Procell, individually and as President of Procell Watersports, Inc., a Florida corporation, who being by me first duly sworn, deposed and stated as follows:

1. I am Carol Procell. I am *sui juris* and a resident of Palm Beach County, Florida. I am President of Procell Watersports, Inc., a Florida corporation ("Seller"), and I have personal knowledge of the facts contained in this Affidavit.
2. Seller is this day conveying the Shares of Procell Watersports, Inc., the "Company", pursuant to the terms and conditions of that certain agreement of purchase and sale dated October 10, 2007, by and between Carol Procell. and Annette Arriaga & Roger Roque (hereinafter referred to as the "Agreement").
3. The shares of Procell Watersports, Inc. are free and clear of all liens, taxes, encumbrances and claims of every kind, nature and description whatsoever.
4. That there are no mechanic's, materialmen's or laborer's liens against the shares and no obligations against the business except lease obligations and regular obligations of similar ongoing businesses.
5. All social security taxes, state and federal income taxes, state and federal unemployment compensation taxes, personal property taxes, including sales and use taxes, all penalties and any interest, and other applicable taxes affecting the business are current.
6. All utility bills are current.
7. The corporation has no creditors, or any creditors which the corporation may have will be paid by the Seller at the time of closing.
8. No judgment or decree has been entered in any court of this state or the United States against said affiant(s), and which remains unsatisfied.

9. Any expenses incurred or paid since January 1, 2007, by the business were in the normal and ordinary course.
10. This Affidavit is given with the knowledge that the Buyer and Closing Agent intend to rely upon same.
11. Affiant further states that he is familiar with nature of an oath and with the penalties as provided by the laws of the state aforesaid for falsely swearing to statements made in an instrument of this nature. Affiant further certifies that he has read the full facts of this Affidavit and understands its contents.

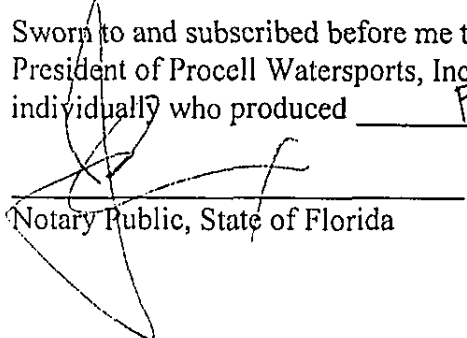
Witness my hand and seal this October 10, 2007

Procell Watersports, Inc.

By: 

Carol Procell, President and Individually

Sworn to and subscribed before me this October 10, 2007, by Carol Procell, individually and as President of Procell Watersports, Inc., a Florida corporation, on behalf of the corporation and individually who produced FDC, and who did take an oath.


Notary Public, State of Florida

JOHN T. PAXMAN
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # DD658752
EXPIRES 6/20/2011
DONORID THERO 1-800-411-5111