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BASIC AMENDMENT

SCANDINAVIAN CRUISE-FERRIES INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 16, 2002

SCANDINAVIAN CRUISE-FERRIES INC.
736 N E 17TH WAY
FORT LAUDERDALE, FL 33304

SUBJECT: SCANDINAVIAN CRUISE-FERRIES INC.
REF: P02000053804

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The date of adoption of each amendment must be included in the document.

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) 245-6906.

Darlane Connell
Corporate Specialist

FAX Aud. #: H02000139607
Letter Number: 102A00031416

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AMENDED AND RESTATED ARTICLES OF INCORPORATION

These Amended and Restated Articles of Incorporation were adopted effective May 17, 2002 by the Corporation's Board of Directors and shareholders pursuant to section 607.1007, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Incorporation was approved by the shareholders by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended.

Article I. Name

If no old name is listed below, the name of this Florida corporation has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: Scandinavian Cruise-Ferries Inc.
Old Name:

Article II. Address

The mailing address of the Corporation is:
Scandinavian Cruise-Ferries Inc.
736 NE 17th Way
Fort Lauderdale FL 33304

Article III. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Anton Vatne
Jan Helge Helander
Kim Hughes
Willy Hansen

Ronald J. Zeller

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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Article IV. Capital Stock

The Corporation shall have the authority to issue 10,000,000 shares of common stock, par value \$.01 per share.

Article V. Registered Agent

The name and address of the registered agent of the Corporation is:

Corporate Creations Network Inc.

941 Fourth Street #200

Miami Beach FL 33139

Article VI. Corporate Existence

The corporate existence of the Corporation will begin effective upon the filing date of the original Articles of Incorporation.

The undersigned executed these Amended and Restated Articles of Incorporation on the date shown below.

Scandinavian Cruise Ferries Inc.

By: 

by R.A. Fernandez as attorney-in-fact

Name: Anton Vatne

Title: President

Date: May 17, 2002

Corporate Creations International Inc.

941 Fourth Street #200

Miami Beach FL 33139

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

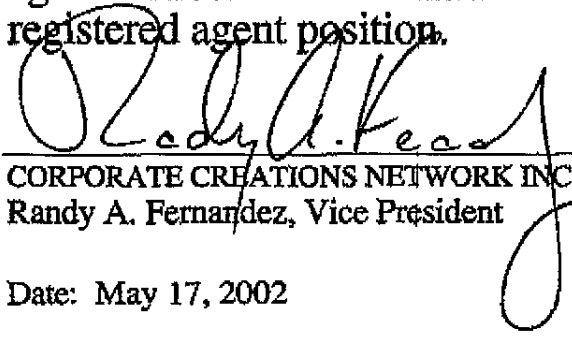
CORPORATION:

Scandinavian Cruise-Ferries Inc.

REGISTERED AGENT/OFFICE:

Corporate Creations Network Inc.
941 Fourth Street #200
Miami Beach FL 33139

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


CORPORATE CREATIONS NETWORK INC.
Randy A. Fernandez, Vice President

Date: May 17, 2002

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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