

WILLIAM R. SMITH, P.A.

ATTORNEY AND COUNSELOR AT LAW

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FILED

August 12, 2002

02 AUG 14 AM 8:12

8191 COLLEGE PARKWAY

SUITE 204

FORT MYERS, FLORIDA 33919

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VIA FEDEX

P020000076576

Department of State
Division of Corporations
109 E. Gaines Street
Tallahassee, FL 32399

NAME OF CORPORATION: FISHING VENTURES, INC. 300007077833--4
DOCUMENT NUMBER: P98000104930 -08/13/02--01058--002
DATE OF INCORPORATION: 12/17/98 *****35.00 *****35.00

Pursuant to your request, I am enclosing various documents in order to facilitate the reinstatement of the above corporation which was improperly voluntarily dissolved. As you know, in order to provide liability protection to the shareholders of the subject corporation once I learned of its dissolution, I created a new corporation on July 15, 2002, using the name of the dissolved corporation.

Accordingly, and in order to make the name Fishing Ventures, Inc. available for the former corporation so that it may be reinstated, I am enclosing articles of amendment changing the name of the alternate corporation, document number P02000076576, to Alternate Company, Inc., and would appreciate you filing these Articles first. My firm check for \$35.00 is enclosed to cover the filing costs.

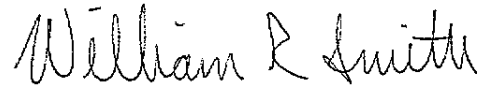
Once the name of the newer corporation is changed, please reinstate the original corporation so that its effective date remains December 17, 1998. It is important that your records show the uninterrupted continuation of this corporation from its original effective date.

Once the original corporation referenced above is reinstated, please file the enclosed Uniform Business Report on its behalf. My firm check for \$150.00 is enclosed to cover the annual fee required for this corporation for the year 2002. Please note that the original Uniform Business Report was never received by my client.

Karen Beyer
Department of State
Division of Corporations
August 12, 2002
Page 2

due to the improper and unauthorized dissolution of the subject corporation.

If possible, please return confirmation that the above matters have been accomplished in the required order. Your help with this important matter is greatly appreciated, and, of course, should you have any questions, please call.

A handwritten signature in cursive script that reads "William R. Smith".

WILLIAM R. SMITH

WRS/wlm

Enclosures - As described

ARTICLES OF AMENDMENT
to

ARTICLES OF INCORPORATION
of

FISHING VENTURES, INC. - Document #P02000076576

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of F.S.A. Section 607.1006, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: The name of the corporation is changed to ALTERNATE COMPANY, INC.

SECOND: The date of adoption of the amendment was August 1, 2002.

THIRD: The amendment was adopted by the joint action by unanimous consent of all of the corporation's Stockholders, there being only one class, and by unanimous consent of all of the corporation's Directors, at a special meeting held for the purpose, and pursuant to F.S.A. Sections 607.0704 and 607.0821, respectively, of the Florida Business Corporation Act. Such amendment shall be effective upon filing, as provided by the laws of the State of Florida.

FOURTH: There are no other Stockholders, Directors or members entitled to vote on the amendment, and the votes cast by those entitled was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has duly executed this Consent and the same being adopted and effective on August 1, 2002.

STEVEN C. KNIGHT,
President/Chairman of the
Board

STEVEN C. KNIGHT,
Director

STEVEN C. KNIGHT,
Shareholder