

P02000079770

CRUISE PALM BEACH, Inc.
1281 N. Ocean Drive, # 117
Singer Island, FL 33404

Florida Department of State
Division of Corporations
Attn: Amendments Section
409 East Gaines Street
Tallahassee, FL 32399

Re: Cruise Palm Beach, Inc
P02000079770
Articles of Amendment

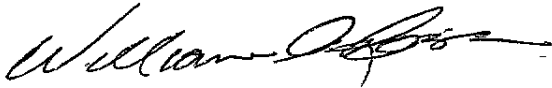
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*****43.75 *****43.75

September 4th, 2002

Dear Sirs,

Enclosed, please find a check in the amount of \$43.75 (forty three dollars and seventy five cents) to cover all necessary fees (amendment and certified copy) to amend the Articles of Incorporation of the above captioned Florida Profit Corporation.

For the Corporation,



William A. Rose
As Chairman and President, Cruise Palm Beach, Inc.

FILED
02 SEP 12 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

all 9/20
amend

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
Cruise Palm Beach, Inc.
P02000079770**

FILED
02 SEP 12 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: Amendments adopted:

ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute S607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration of said corporation;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the board of directors shall find to be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers of necessary convenience to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent of law as permitted by Florida Statute S607.014;

Article VI

The street address of the registered office and the name of the Registered Agent of this corporation shall be:

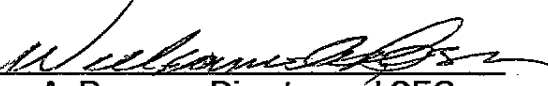
Lewis W. Currier III
1540 SW 47 Terrace
Ft. Lauderdale, FL 33317

SECOND: NONE

THIRD: The date of amendment adoption is September 1st, 2002.

FORTH: The amendment was adopted by the board of directors without shareholder action and shareholder actions was not required.

Signed this 4th day of September, 2002.


William A. Rose, as Director and CEO
Cruise Palm Beach, Inc.

**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

Cruise Palm Beach., Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at 1281 North. Ocean Drive # 117, Singer Island, County of Palm Beach, State of Florida has named **Lewis W. Currier III**, located at 1540 SW 47th Terrace, Ft. Lauderdale, County of Broward, State of Florida, at its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 
Lewis W. Currier III
As Registered Agent