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BASIC AMENDMENT

FRIENDSHIP LINES, INC.

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FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

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October 24, 2002

FRIENDSHIP LINES, INC. 1180 GATOR TRAIL WEST PALM BEACE, FL 33409

SUBJECT: FRIENDSHIP LINES, INC.

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF AMENDMENT

Article I. Name

The name of this Florida corporation is Friendship Lines, Inc.

Article II. Amendment

The Articles of Incorporation of the Corporation are amended so that the name of the Corporation is changed from Friendship Lines, Inc. to FriendShip Lines USA, Incorporated

Article III. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted on the date shown below.

Article IV. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment.

The undersigned executed this document on the date shown below.

Priemdskier Lines, Jac.

By: Y M Selffore

Note:: President

Date: Occober 4, 2002

Horr, Novak, & Skipp, P.A. One Datran Center, Suite 1104 9100 S. Dadeland Boulevard Miami FL 33156 305-670-2525 COCY WILLS