

P02000104270

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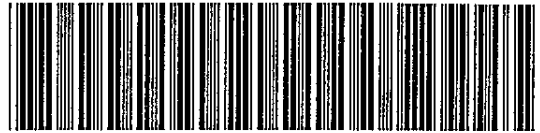
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CLERK OF STATE
TALLAHASSEE, FLORIDA

03 DEC 26 PM 12:24

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amendment

Ps 1/6/04

OLGA BUSTO VELASCO

**Attorney at Law
1420 Sopera Avenue
Coral Gables, Florida 33134
(305) 667-9878
ovelasco@pgrlaw.com**

December 23, 2003

Secretary of State
Divisions of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

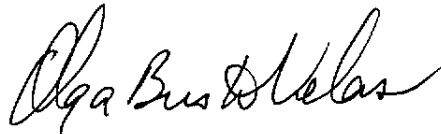
**RE: Man-O-War Boatworks, Inc.
Document No: P02000104270**

To Whom It May Concern:

Enclosed please find the original Amended Articles of Incorporation of Man-O-War Boatworks, Inc. Also enclosed is check number #5544 in the amount of \$43.75 for the filing fee and for a certified copy of the Amended Articles. Please file the same and provide us with a certified copy.

Thank you in advanced for your prompt attention to this matter.

Sincerely,

A handwritten signature in cursive script, reading "Olga Busto Velasco".

OLGA BUSTO VELASCO

Enc.

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MAN-O-WAR BOATWORKS, INC.**

FILED
03 DEC 26 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Raul Mas, being President of Man-O-War Boatworks, Inc., a Florida corporation (the "Corporation"), hereby states on behalf of the Corporation as follows:

FIRST

1. The Corporation was incorporated on September 26, 2002, the date in which the Articles of Incorporation were filed with the Secretary of State for the State of Florida under document number P02000104270.
2. Pursuant to the requirements of Sections 607.1006 and 607.1007 of the Florida Business Corporation Act, the undersigned hereby certifies, attests and serves notice that the Articles of Incorporation of the Corporation are hereby amended to read in their entirety as follows:

ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is one hundred thousand (100,000) shares of common stock having a par value of \$.001.

SECOND

The foregoing amendment(s) to the Articles of Incorporation has been duly authorized and directed by Unanimous Written Consent of the Shareholders and Board of Directors of the Corporation, dated December 1, 2003. Such Consent was signed by the holders of all of the outstanding shares of capital stock of the Corporation and was sufficient for the approval of the amendment and restatement. Such amendment(s) of the Articles of Incorporation supersede the respective provisions of the Articles of Incorporation of the Corporation and all other provisions of the Articles of Incorporation not amended by these Articles of Amendment shall remain in full force and effect..

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Amendment to the Articles of Incorporation under the laws of the State of Florida on behalf of the Corporation, this 19th day of December, 2003.

A handwritten signature in black ink, appearing to be "Raul Mas", is written over a horizontal line. The signature is stylized with a large, loopy initial "R" and a trailing flourish.

Raul Mas, President