

P03000029214

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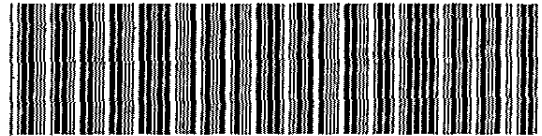
(Business Entity Name)

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*Amend NC
T. Lewis*

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As admitted in Pennsylvania*

TIMOTHY W. GASKILL
*Business, Probate & Family Litigation
Civil Trial Attorney*

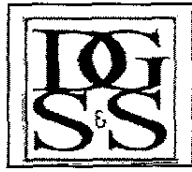
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Estate Planning*

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Personal Injury & Civil Litigation

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*Board Certified
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DONALD R. SMITH
*Personal Injury & Wrongful Death
Commercial Litigation*

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ROBIN MODLIN
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August 10, 2004

File #23386

Division of Corporations
Florida Dept. of State
P. O. Box 6327
Tallahassee, FL 32314

Re: **Spirit of West Palm Beach, Inc.**
Document No. P03000029214

Gentlemen:

Enclosed herewith please find an original and one copy of Articles of Amendment to Articles of Incorporation for the subject entity, along with our Firm's Trust Account check in the amount of \$35.00.

Kindly file the enclosed Amendment and return a stamped copy to us. A stamped business reply envelope is enclosed for your convenience.

Thank you for your assistance in this matter; and should you have any questions, please do not hesitate to contact us.

Sincerely yours,

Mikki Marko
Legal Assistant

Enclosures



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 18, 2004

MIKKI MARKO, LEGAL ASSISTANT
DESANTIS, GASKILL, SMITH & SHENKMAN, PA
P. O. BOX 14127
NORTH PALM BEACH, FL 33408-9954

SUBJECT: SPIRIT OF WEST PALM BEACH, INC.
Ref. Number: P03000029214

We have received your document for SPIRIT OF WEST PALM BEACH, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 704A00050900

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DIV OF CORPORATIONS

Division of Corporations, State of Florida, Tallahassee, Florida 32314
The enclosed document has not been filed and is being returned to you for the following reason(s):
The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SPIRIT OF WEST PALM BEACH, INC.**

04 AUG 30 AM 11:37
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, Spirit of West Palm Beach, Inc., a Florida corporation, does hereby amend its Articles of Incorporation.

1. The name of the corporation whose Articles of Incorporation are being amended by these Articles of Amendment is Spirit of West Palm Beach, Inc., a Florida corporation.
2. Article I of the Articles of Incorporation of Spirit of West Palm Beach, Inc., a Florida corporation, is hereby deleted in its entirety, and the following Article I is hereby inserted in its place:

"ARTICLE I. NAME

The name of this corporation is: Spirit Cruises of the Palm Beaches, Inc."

3. Article II of the Articles of Incorporation of Spirit of West Palm Beach, Inc., a Florida corporation, is hereby deleted in its entirety, and the following Article II is hereby inserted in its place:

"ARTICLE II. PRINCIPAL OFFICE

The principal place of business/mailling address is:
333 East 24th Street, Riviera Beach, FL 33404

4. Article VI of the Articles of Incorporation of Spirit of West Palm Beach, Inc., a Florida corporation, is hereby deleted in its entirety, and the following Article VI is hereby inserted in its place:

"ARTICLE VI. REGISTERED AGENT

The name and Florida street address of the registered agent is:

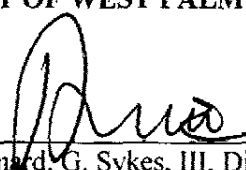
Paul Rogers Kennedy, Esquire
11891 U.S. Highway One, Suite 100 North Palm Beach, FL 33408"

5. The amendments to the Articles of Incorporation of Spirit of West Palm Beach, Inc., a Florida corporation, set forth in paragraphs 2 through 4 above were duly adopted by the directors of the corporation as of August 3, 2004 and by the shareholders of the corporation as of August 3, 2004 pursuant to the provisions of Section 607.0704 of the Florida Statutes.
6. The only voting group entitled to vote on the amendments to the Articles of Incorporation of Spirit of West Palm Beach, Inc., a Florida corporation, set forth in paragraph 2 through 4 above was the holders of shares of Common Stock of the corporation. The numbers of votes cast in favor of such amendments by the members of such voting group were sufficient for approval by that voting group.

IN WITNESS WHEREOF, the corporation, by and through its undersigned officer thereunto duly authorized, has executed these Articles of Amendment on the 3rd day of August, 2004.

SPIRIT OF WEST PALM BEACH, INC.

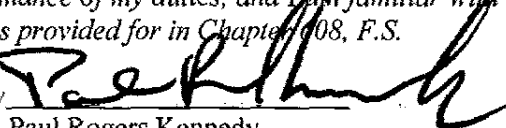
By


Bernard G. Sykes, III, Director

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 008, F.S.

By


Paul Rogers Kennedy