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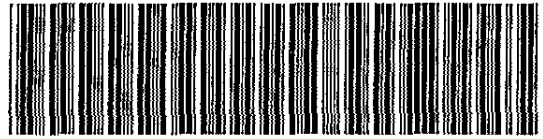
(Business Entity Name)

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04 JAN -2 AM 9 56
SECRETARY OF STATE
TALLAHASSEE, FL 32399

Amend
T. Lewis 1/8/04

WEAVER & MCCLENDON, PA

L A W O F F I C E S

James M. Weaver *
James C. McClendon II *

of counsel: Timothy R. Wiseman, JD, CPA

* ALSO ADMITTED IN GA

December 30, 2003

Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Sailtime, Inc. / Certificate of Amendment to Articles of Incorporation

Dear Sir or Madam:

Enclosed please find the Certificate of Amendment to Articles of Incorporation of Sailtime, Inc. dated December 14, 2003 changing the name of the Corporation to Southernmost Sailing, Inc.

Also enclosed is our firm's check number 4753 in the amount of \$35.00 for filing the document.

If you have any questions, please feel free to call.

Sincerely,



Christie McCormick
Legal Assistant

/cm

., Enclosures

cc: Southernmost Sailing, Inc.

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**CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION
OF
SAILTIME, INC.**

04 JAN -2 AM 9:56
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SAILTIME, INC., a Florida corporation, through its duly appointed officers, shareholders and directors hereby certifies that:

ARTICLE I. The following amendment to change the name of the Corporation is approved and passed by **DAVID L. GRINER**, the sole shareholder and director of the Corporation, at a special meeting called for that purpose and held on December 14th, 2003, in accordance with Fla. Stat. § 607.1006.

ARTICLE II. The text of the amendment is that the name of the Corporation shall be **SOUTHERNMOST SAILING, INC.**

ARTICLE III. The street address of the principal office and the mailing address of the corporation are 5950 Peninsular Avenue, Key West, FL 33040-6012.

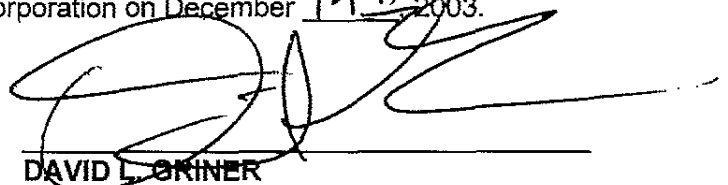
ARTICLE IV. This amendment is executed by **DAVID L. GRINER** as the sole shareholder and director of the corporation, and by **MEGAN M. PIERCE** as the President of the corporation.

ARTICLE V. Except as amended herein, the Articles of Incorporation of **SAILTIME, INC.**, filed in the office of the Secretary of State of Florida on April 21, 2003, shall remain in full force and effect.

IN WITNESS WHEREOF, this Amendment to the Articles of Incorporation was executed by all officers, directors, and shareholders of the Corporation on December 14th, 2003.



MEAGAN M. PIERCE,
President



DAVID L. GRINER
Sole shareholder and director