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Amend Higher

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

Miami Dream Charters, Inc.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article 5 - The principal place of business and mailing address of this corporation shall be:

2620 NE 135 St

Suite 3I

North Miami, FL 33181

Article 7 - The name and street address of the member of the Board of Directors of this corporation is as follows:

Vivian Penn, Director & President

2620 NE 135 St

Suite 3I

North Miami, FL 33181

Article 9 - The name and address of the officer of this corporation is as follows:

Vivian Penn, Director & President

2620 NE 135 St

Suite 3I

North Miami, FL 33181

Article 10 - The name and address of the subscriber to the capital stock of this corporation is as follows:

Vivian Penn, Director & President, 100%

2620 NE 135 St

Suite 3L

North Miami, FL 33181

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

Page 2 of # continue

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

.Miami Dream Charters, Inc.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

CONTINUED

Article 11 - The name and address of the registered agent of this corporation is as follows:

Vivian Penn 2620 NE 135 St Suite 3I North Miami, FL 33181

SECOND:

If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

	The date of each amendment's adoption: January 22, 2004
THIRUS	The date of each amendment's adoption:
FOURTH:	Adoption of Amendment(s) (CHECK ONE)
	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
	he number of votes cast for the amendment(s) was/were
	fficient for approval by
ХX	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
	ature (By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholder
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	Vivian Penn
·	Typed or printed name
	Director & President

Title

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA.

- 1. The name of the corporation is:
- 2. MIAMI DREAM CHARTERS, INC.
- 2. The name and address of the registered agent and office is:

Vivian Penn 2620 NE 135 St, ,Suite 3I North Miami, FL 33181

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE :

DATE: January 22, 2004