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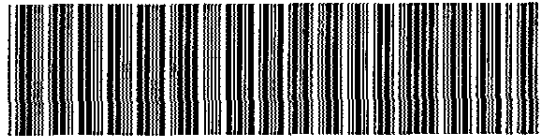
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2003 OCT 17 PM 3:50
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N.C.
G. Ocullette OCT 17 2003

**CORPORATE
ACCESS,
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Amend

1.)

(CORPORATE NAME & DOCUMENT #)

NAUTICAL Enterprises, Inc.

2.)

(CORPORATE NAME & DOCUMENT #)

3.)

(CORPORATE NAME & DOCUMENT #)

4.)

(CORPORATE NAME & DOCUMENT #)

5.)

(CORPORATE NAME & DOCUMENT #)

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ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF CAPTAIN'S ACADEMY, INC.

TO: Department of State, Division of Corporations
State of Florida
Tallahassee, FL 32304

FILED
2003 OCT 17 PM 3:50
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned corporation adopts the following Amendments to its Articles of Incorporation:

1. The name of the corporation is Captain's Academy, Inc.
2. Article I of the Articles of Incorporation is hereby amended to read as follows:

ARTICLE I

Name

The name of this Corporation is NAUTICAL EXPERIENCE, INC.

3. The amendment was adopted by the sole incorporator without shareholder action and shareholder action was not required.

4. The foregoing amendment was adopted on October 16, 2003.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 16th day of October, 2003.

Kenneth N. Larsen
Kenneth N. Larsen, Incorporator

STATE OF FLORIDA
COUNTY OF PASCO

The foregoing instrument was acknowledged before me this day of October, 2003, by Kenneth N. Larsen, Incorporator of Captain's Academy, Inc., a Florida corporation, on behalf of the corporation.

Catherine E. Taylor
Catherine E. Taylor
Notary Public

My Commission Expires:

Personally Known X OR Produced Identification
Type of Identification Produced _____

