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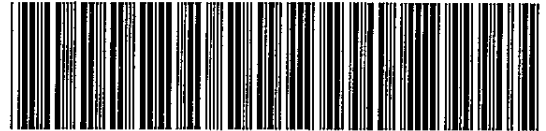
(Business Entity Name)

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April 23, 2004

**VIA FEDERAL EXPRESS MAIL**

State of Florida  
Division of Corporations  
ATTN: Amendment Section  
409 East Gaines Street  
Tallahassee, Florida 32399

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Re: *GIONICO, INC., a Florida Corporation*

Dear Madam/Sir:

Enclosed is the original First Amendment to Articles of Incorporation of the above-referenced Corporation for filing, along with a company check for the filing fee and return of a certified copy of the filed First Amendment.

If you should require any additional information, please contact me.

Very truly yours,

  
Michael R. Flam, Esq.  
For the Firm

MRF/ksb  
Enclosures as stated

**FIRST AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
GIONICO, INC., A FLORIDA CORPORATION**

THIS FIRST AMENDMENT ("First Amendment") TO ARTICLES OF INCORPORATION OF GIONICO, INC. is made and entered into this 15<sup>th</sup> day of April, 2004, pursuant to a resolution unanimously adopted by the Board of Directors ("Board") of said Corporation.

**WITNESSETH:**

This First Amendment is based on the following recitals:

- A. On January 9, 2004, Articles of Incorporation ("Articles") of GIONICO, INC., a Florida corporation (the "Corporation"), were filed with the Florida Department of State and the Articles were assigned document number P04000008157.
- B. The Corporation desires to change its purpose clause under Article III of the Articles as hereinafter stated.
- C. The Corporation has satisfied the amendment requirements of its Articles and of Chapter 607, Florida Statutes.

THEREFORE, the Articles of the Corporation are hereby amended as follows:

1. Article III (Purpose) is hereby amended and replaced with the following:

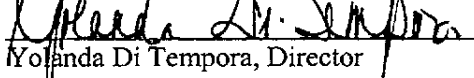
The purpose for which the Corporation is organized is to own, operate, maintain, lease, charter, and perform, contract or engage in any lawful activity relating to any boat, or the operation thereof, that is or becomes hereafter the property of the Corporation.

2. This Amendment was unanimously adopted by the members of the Board by resolution dated April 15, 2004. The number of votes cast for this First Amendment was sufficient for approval. Shareholder action was not required.

The undersigned has executed this First Amendment the day and year first above written.

GIONICO, INC., a Florida corporation

By:   
Nicholas Di Tempora, Director

By:   
Yolanda Di Tempora, Director

Prepared by:  
MICHAEL R. FLAM, P.A.  
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