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BASIC AMENDMENT

BUYBOATNOW.COM, INC.

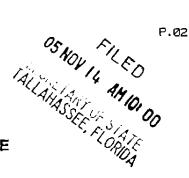
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ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF

BUYBOATNOW.COM, INC.

- 1. The following provisions of the Articles of Incorporation BUYBOATNOW.COM, INC., a Florida corporation, filed with the Florida Department of State on January 14, 2005, are hereby amended in the following particulars:
- A. Article IV is deleted in its entirety and the following Article IV inserted in lieu thereof:

<u>"ARTICLE IV</u>

COMMON SHARES

The aggregate number of shares which the Corporation shall have the authority to issue is One Million (1,000,000), par value \$1,00 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one (1) vote per each share on all matters on which shareholders have the right to vote."

В. all other respects, the Articles Incorporation BUYBOATNOW.COM, INC., are affirmed and ratified in all respects and shall remain in full force and effect.

2. The foregoing amendment was unanimously adopted by the sole shareholder and directors of the corporation on July 5, 2005. The vote cast for the amendment by the shareholder is sufficient for approval.

DATED: Movember 8, 2005.

Frank DiGiovanni,

Shareholder, Director and President

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