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ARAZOZA & FERNANDEZ-FRAGA (305) 442-4829

P.1
Page 1 of 1

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HIGH SEAS ENTERTAINMENT, INC.

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H06000148898 3

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
HIGH SEAS ENTERTAINMENT, INC.**

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PURSUANT TO SECTION 607.1006, FLORIDA STATUTES, THIS FLORIDA FOR PROFIT CORPORATION ADOPTS THE FOLLOWING ARTICLES OF AMENDMENT TO ITS ARTICLES OF INCORPORATION.

FIRST: Amendments adopted:

Article III of the original Articles of Incorporation is deleted in its entirety and replaced with the following text:

**ARTICLE II
GENERAL NATURE OF BUSINESS**

The corporation shall be authorized to hold an interest in a marine vessel and related assets and take any actions related thereto.

Article VII of the original Articles of Incorporation is deleted in its entirety and replaced with the following text:

**ARTICLE VII
DIRECTORS**

This corporation shall have not less than one director, however, the number of directors may be increased or diminished from time to time by By-laws adopted by the Stockholders, but shall never be less than one. The name and address of the director which shall serve until his replacements assume his position is:

<u>Name</u>	<u>Address</u>
Gaston Comas	9595 COLLINS AVENUE # 704 SURFSIDE, FLORIDA 33154
Alberto Fernandez	5945 SW 114 TERRACE PINECREST, FLORIDA 33156

H06000148898 3

H06000148898 3

Article VIII of the original Articles of Incorporation is deleted in its entirety and replaced with the following text:

ARTICLE VIII
OFFICERS

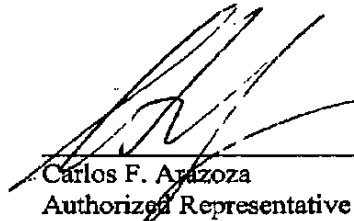
The names offices and addresses of the officers which shall serve until their replacements assume their positions are:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Alberto Fernandez	5945 SW 114 TERRACE PINECREST, FLORIDA 33156
Secretary Treasurer	Gaston Comas	9595 COLLINS AVENUE # 704 SURFSIDE, FLORIDA 33154

SECOND: The foregoing amendment to the Articles of Incorporation of HIGH SEAS ENTERTAINMENT, INC., was adopted this 2nd day of June, 2006.

THIRD: The amendment was approved by the directors, officers and shareholders of the corporation. The number of votes cast for the amendments was sufficient for approval.

Signed as of this 2nd day of June, 2006



Carlos F. Arazoza
Authorized Representative

H06000148898 3