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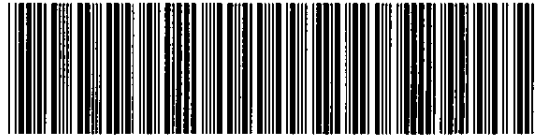
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DIVISION OF CORPORATIONS

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cc/cus.
@ 2/18/09

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: SEA OCEAN INTERNATIONAL, INC

DOCUMENT NUMBER: P08000101025

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Alfred T. Isaacs

(Name of Contact Person)

SEA OCEAN INTERNATIONAL, INC

(Firm/ Company)

3300 N. W. New River Drive

(Address)

Miami, Florida 33142-6322

(City/ State and Zip Code)

For further information concerning this matter, please call:

Alfred T. Isaacs

(Name of Contact Person)

at (321) 271 - 3052

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☒ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SEA OCEAN INTERNATIONAL INC**

Sea Ocean International, Inc, a (Profit) corporation organized and existing under the laws of the State of Florida (the "Corporation"), hereby certify that the Corporation was originally incorporated on November 12, 2008, and that its original Articles of Incorporation # P08000101025 was filed with the Secretary of State of the State of Florida on the same date. The Corporation further certifies that these First Articles of Amendment and the Restatement of the Articles of Incorporation ("Amended and Restated Articles of Incorporation") amends, integrates and restates the provisions of the Corporation's Articles of Incorporation previously filed with the Secretary of State of the State of Florida, and were duly adopted pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act (the "FBCA") of the State of Florida in order, among other things to put into effect and carry out; the classification and reclassification of unissued shares of Preferred Stock or Common Stock and the Articles of Incorporation of the Corporation are hereby amended and restated to read in their entirety as follows:

**ARTICLE I
NAME**

The name of the corporation is: **SEA OCEAN INTERNATIONAL, INC**

**ARTICLE II
PRINCIPAL OFFICE**

The principal office and mailing address of business of this corporation is:
3300 N.W. North River Drive, City of Miami, Miami-Dade County, Florida 33142-6322

**ARTICLE III
PURPOSE**

The Corporation is structured to engage in any lawful act or activity for which corporations may be organized under the Laws of the State of Florida and the United States of America.

**ARTICLE IV
CAPITAL STOCK**

Section IV.1 (Authorized Shares): The aggregate number of shares of all classes of capital stock which the Corporation shall be authorized to issue and have outstanding at any time shall be limited to two million (2,000,000) shares consisting of 1,000,000 shares of Series Preferred Stock Shares, having a par value of one cent (\$0.01) per share (referred to in these Amended and Restated Articles of Incorporation as "Series Preferred Stock"), and 1,000,000 shares of Common Stock Share, par value of ten cents (\$0.10) per share (referred to in these Amended and Restated Articles of Incorporation as "Common Stock"). The Corporation is authorized, pursuant to Section 607.0602 of the FBCA, to provide for the classification and reclassification of any unissued shares of Common Stock or Preferred Stock and the issuance thereof in one or more classes or series without the approval of the shareholders of the Corporation, all within the limitations set forth in Section 607.0601 of the FBCA. The following statement of powers, preferences and rights and the qualifications, limitations or restrictions thereof, in respect of each class of stock of the Corporation:

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Section IV.1.A: Series Preferred Stock

Section IV.1.A.1 (Condition of Issuance): Series Preferred Stock may be issued from time to time and in such amounts and shall be in United States currency, or property or services of value as determined by the Board of Directors of the Corporation. Any and all Series Preferred shares issued by the Corporation shall be fully paid and nonassessable. The designation and relative rights and preferences of each series, except to the extent such designations and relative rights and preferences may be required by Florida Law, or these Amended and Restated Articles of Incorporation, shall be fixed by the Board of Directors and stated in a resolution or resolutions adopted by the Board of Directors authorizing such series (herein called the "Series Resolution"). A Board of Directors Series Resolution authorizing any series shall fix:

- a. The designation of the series, which may be by distinguishing number, letter or title;
- b. The number of shares of such series;
- c. The divided rate or rates of such shares, the date at which dividends, if declared, shall be payable, and whether or not such dividends are to be cumulative, in which case such Series Resolution shall state the date from which dividends shall be cumulative;
- d. The amounts payable on shares of such series in the event of voluntary or involuntary liquidation, dissolution or winding up;
- e. The redemption rights and price or prices, if any, for the shares of such series;
- f. The terms and amounts of any sinking fund or analogous fund providing for the purchase or redemption of the shares of such series, if any;
- g. The voting rights, if any, granted to the holders of shares of such series in addition to those required by Florida Law or this Restatement of the Articles of Incorporation.
- h. Whether the shares of such series shall be convertible into shares of the Corporation's Common Stock or any other class of the Corporation's capital stock, and if convertible, the conversion price or prices, any adjustment thereof and any other terms and conditions upon which such conversion shall be made;
- i. Any other rights, preferences, restrictions or conditions relative to the shares of such series as may be permitted by Florida Law or these Amended and Restated Articles of Incorporation.

Section IV.1.A.2 (Restrictions): in no event, so long as any Series Preferred Stock shall remain outstanding, shall any dividend whatsoever be declared or paid upon, nor shall any distribution be made upon, Common Stock, other than a dividend or distribution payable in shares of such Common Stock, nor (written consent of such number of holders of the outstanding Series Preferred Stock as shall have been specified in the Series Resolution authorizing the issuance of such outstanding Series Preferred Stock) shall any share of Common Stock be purchased or redeemed by the Corporation, nor shall any money be paid to or made available for a sinking fund for the purchase or redemption of any Common Stock, unless in each instance full dividends on all outstanding shares of the Series Preferred Stock for all past dividend periods shall have been paid and the full dividend on all outstanding shares of the Series Preferred Stock for the current dividend period shall have been paid or declared and sufficient funds for the payment thereof set apart and any arrears in the mandatory redemption of the Series Preferred Stock shall have been made good.

Section IV.1.A.3 (Priority): Series Preferred Stock, with respect to both dividends and distribution of assets on liquidation, dissolution or winding up, shall rank prior to the Common Stock.

Section IV.1.A.4 (Voting Rights): Holders of Series Preferred Stock shall have no right to vote for the election of the Directors of the Corporation or any other matter unless a vote of such class is required by Florida Law, these Amended and Restated Articles of Incorporation or a Series Resolution.

Section IV.1.A.5 (Dissolution; Liquidation; Winding Up): In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of Preferred Stock of each series shall be entitled to receive only such amount or amounts as shall have been fixed by the Articles of Amendment to these Amended and Restated Articles of Incorporation or by the resolution or resolutions of the Board of Directors providing for the issuance of such series.

Section IV.1.A.5 (Filing of Amendments): The Board of Directors shall adopt amendments to this Amended and Restated Articles of Incorporation fixing, with respect to each series of Series Preferred Stock, the matter described above in the paragraph 1 of this Section IV.1.A.1.

Section IV.1.B: Common Stock

Section IV.1.B.1 (Condition of Issuance): Common Stock may be issued from time to time as the Shareholders of the Corporation shall determine and such terms and for such consideration as shall be fixed by the Shareholders. Any and all shares of Common Stock issued by the Corporation shall be fully paid and nonassessable. All shares of Common Stock shall be identical and shall entitle the holders thereof to the same rights and privileges.

Section IV.1.B.2 (Relative Rights): The Common Stock shall be subject to all of the rights, privileges, preferences and priorities of the Preferred Stock as may be set by the Board of Directors and hereafter filed as Articles of Amendment to these Amended and Restated Articles of corporation pursuant to Section 607.0602 of the FBCA. Except as otherwise provided in these Amended and Restated Articles of Incorporation; each share of Common Stock shall have the same rights as and be identical in all respects to all the other shares of Common Stock.

Section IV.1.B.3 (Voting Rights): Holders of Common Stock shall have the sole right to vote for the election of the Directors of the Corporation or on any other matter unless required by Florida Law, this Amended and Restated Articles of Incorporation. The holders of Common Stock shall be entitled to one vote for each share held.

Section IV.1.B.4 (Dividends): Whenever there shall have been paid, or declared and set aside for payment, to the holders of the shares of any class of stock having preference over the Common Stock as to the payment of dividends, the full amount of dividends and of sinking fund or retirement payments, if any, to which such holders are respectively entitled in preference to the Common Stock, then the holders of record of the Common Stock and any class or series of stock entitled to participate therewith as to dividends, shall be entitled to receive dividends, when, as, and if declared by the Board of Directors, out of any assets legally available for the payment of dividends thereon.

Section IV.1.B.4 (Dissolution, Liquidation or Winding Up): In the event of any dissolution, liquidation, or winding up of the Corporation, whether voluntary or involuntary, the holders of record of the Common Stock then outstanding, and all holders of any class or series of stock entitled to participate therewith in whole or in part, as to the distribution of assets, shall become entitled to participate in the distribution of assets of the Corporation remaining after the Corporation shall have paid, or set aside for payment, to the holders of any class of stock having preference over the Common Stock in the event of dissolution, liquidation, or

winding up, the full preferential amounts (if any) to which they are entitled, and shall have paid or provided for payment of all debts and liabilities of the Corporation.

Section IV.1.C: Other Provisions

Section IV.1.C.1 (Preemptive Rights): No holder of shares of stock of any class shall have any preferential or preemptive right to subscribe for or purchase from the Corporation any new or any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

Section IV.1.C.2 (Reclassification of Stock): The Shareholders of the Corporation may, by Amendments to this Amended and Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

Section IV.1.C.3 (Shareholders Agreements): All of the shares of stock of this Corporation may be subject to Shareholders' Agreements containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders Agreements, if any, is on file at the principal office of the Corporation.

Section IV.1.C.4 (Shares Acquired by the Corporation): Shares of Common Stock that have been acquired by the Corporation shall become treasury shares and may be resold or otherwise disposed of by the Corporation for such consideration as shall, be determined by the Board of Directors, unless or until the Board of Directors shall by resolution provide that any or all treasury shares so acquired shall constitute authorized, but unissued shares.

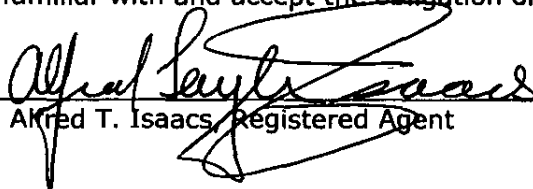
ARTICLE V
REGISTERED AGENT AND ADDRESS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508 of the FBCA, this statement of change is submitted for a corporation organized under the laws of the State of Florida in order to change its registered office or registered agent, or both, in the State of Florida.

Section V.1. (Address and Name): The Corporation designates 3300 N.W. North River Drive, City of Miami; Miami-Dade County, Florida 33142-6322 as the street address of the registered office of the Corporation and name Alfred T. Isaacs, the corporate registered agent at that address to accept service of process within this state.

Section V.2. (Written acceptance): I, Alfred T. Isaacs, the undersigned, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

By:


Alfred T. Isaacs, Registered Agent

ARTICLE VI
INCORPORATOR AND ADDRESS

The Incorporator of the Corporation is Natasha Chung-Fearon and the mailing address of the Incorporator is 1053 NW 184th Way, Pembroke Pines; Broward County, Florida 33029

ARTICLE VII
OFFICERS AND DIRECTORS

Section VII.1 (Officers): The number of directors constituting the Board of Directors as of the date of adoption of these Amended and Restated Articles of Incorporation is five (5) and the Corporation designates that any two or more offices may be held by the same person, except that any officer holding the position of Chair, Chief Executive Officer, Chief Operating Officer, Treasurer or Chief Financial Officer, or any position equivalent to such position, cannot hold the Office of the Secretary or Shareholder/Investor Relations Officer. The Board shall elect the Chief Executive Officer, Chief Operating Officer, Secretary, Treasurer and the Board may elect, or delegate authority to the Chief Executive Officer to appoint, a Chief Financial Officer, a Chief Legal Officer, a Shareholder/Investor Relations Officer, and any other Officers of the Corporation as the Board or the Chief Executive Officer may desire.

Section VII.2 (Names and addresses): The names and addresses of the Officers and Directors as of the date of adoption of these Amended and Restated Articles of Incorporation are as follows:

<u>Title</u>	<u>Name</u>	<u>Address</u>
CEO	Winston R. Simmonds	5410 S.W. 148 Avenue Southwest Ranches, FL. 33330
COO	Garfield Simpson	4715 NW 72 Avenue Miami, FL. 33166
TRES	Natalie Chung-Fearon	1053 NW 184 Way Pembroke Pines, FL. 33029
SEC	Alfred Isaacs	1830 SW 13 Street Fort Lauderdale, FL. 33315
DIR	Alva Fearon	1053 NW 184 Way Pembroke Pines, FL. 33029

ARTICLE VIII
TERM OF EXISTENCE

The effective date for the Corporation is 11/12/2008, and this Corporation shall have perpetual existence.

ARTICLE IX
BOARD OF DIRECTORS

Section IX.1 (Directors): The number of directors of the Corporation shall not be less than three (3) or more than fifteen (15), the precise number to be fixed by resolution of the Board of Directors from time to time.

Section IX.2 (Powers and Authority): The management and control of the affairs, property and business of the Corporation shall be vested in a Board of Directors (The Board). The Directors need not be residents of the State of Florida or stockholders in the Corporation unless Florida Statutes at any time so require. In addition to exercise all the powers and authority expressly conferred upon it by these Amended and Restated Articles of Incorporation, the Board of Directors may take any action and do all such lawful acts and things on behalf of the Corporation and as are not by Statute or by these Amended and Restated Articles of Incorporation or the approved Corporate By-Laws directed or required to be done or exercised by the stockholders.

Section IX.3 (Term): Except as otherwise provided in these Amended and Restated Articles of Incorporation or the By-Laws, each director serves until such director's successor is duly elected and qualified or until such director's earlier death, resignation or removal. At each annual meeting of the shareholders, the successors to the directors whose term expires at that meeting shall be elected to hold office for a term expiring at the annual meeting of the shareholders held following the year of their election and until their successors shall have been duly elected and qualified or until such director's earlier death, resignation or removal.

Section IX.4.A. (Removal for Cause): Except as otherwise provided pursuant to the provisions of these Amended and Restated Articles of Incorporation or Articles of Amendment relating to the rights of the holders of Common Stock, to elect directors under specified circumstances, any director or directors may be removed from office at any time, but only for cause (as defined in Section VI.4.A.2) hereof) and only by the affirmative vote, at any annual or special meeting of the shareholders, of not less than sixty-six and two-thirds ($66 \frac{2}{3}$) percent, of the total number of votes of the then outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors, but only if notice of such proposed removal was contained in the notice of such meeting. At least thirty (30) days prior to such annual or special meeting of shareholders, written notice shall be sent to the director or directors whose removal will be considered at such meeting.

Section IX.4.B (Cause defined): For the purposes of this Section VI.4.A, "Cause" shall mean (i) misconduct as a director of the Corporation or any subsidiary of the Corporation which involves the violation of these Amended and Restated Articles of Incorporation or the approved Corporate By-Laws, Policies and other rules and regulations or (ii) dishonesty with respect to a material corporate activity or material corporate assets, or (iii) conviction of an offense punishable by one (1) or more years of imprisonment (other than minor regulatory infractions and traffic violations which may not materially and adversely affect the Corporation).

Section IX.5 (Vacancies): Newly created directorship resulting from any increase in the number of directors or any vacancy of the Board of Directors resulting from death, resignation, disqualification, removal or otherwise, may be filled only by affirmative vote of a majority of the remaining directors then in office, even though less than a quorum, or by a sole remaining director, or, if not filled by the directors, by the shareholders. Any director so elected shall hold office until the next election for which such director shall have been elected and until such director's successor shall have been elected and qualified or until any such director's earlier death, resignation or removal.

Section IX.6 (Change of Number of Directors): The Board of Directors shall have the power to increase or decrease the authorized number of directors, with or without shareholder

approval. In the event of any increase or decrease in the authorized number of directors, the newly created or eliminated directorships resulting from such increase or decrease shall be apportioned by the Board of Directors among the directors so as to maintain effectiveness. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

Section IX.7 (Directors Elected by Holders of Common Stock): Notwithstanding the foregoing, whenever the holders of Common Stock issued by the Corporation shall have the right, to elect one or more directors at an annual or special meeting of shareholders, the election, term of office, filling of vacancies and other features of such directorships shall be governed by the terms of these Amended and Restated Articles of Incorporation, as amended by Articles of Amendment.

Section IX.5 (Personal Liability of Directors): No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages and for breach of duty of care or other duty as a director except as provided by Section 607.0831 of the FBCA. If the FBCA is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as amended. In the event that any of the provisions of this Article (including any provision within a single sentence) are held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

Section IX.6 (Exercise of Business Judgment): In discharging the duties of their respective positions and in determining what is believed to be in the best interests, of the Corporation, the Board of Directors, and individual directors, in addition to considering the effects of any action on the Corporation or its shareholders, may consider the interests of the employees, customers, suppliers and creditors of the Corporation and its subsidiaries, the communities in which offices or other establishments of the Corporation and its subsidiaries are located, and all other factors such directors consider pertinent; provided, however, that this provision solely its discretionary authority to the directors and no constituency shall be deemed to have been given any right to consideration thereby.

ARTICLE X

REGISTERED OWNERS

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the Books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE XI

ACTION BY SHAREHOLDERS

Section XI.1 (Annual Meetings): At an annual meeting of the shareholders of the Corporation, only such business shall be conducted, and only such proposals shall be acted upon, as shall have been brought before the annual meeting (a) by, or at the direction of, the Board of Directors, or (b) by any shareholder of the Corporation who complies with the notice procedures set forth in the By-laws.

Section XI.2 (Special Meetings): Special meetings of the shareholders of the Corporation may be called at any time by (a) the Board of Directors; (b) the Chair of the Board of Directors (if one is so appointed); (c) the Chief Executive Officer; (d) the Chief Operating

Officer; or (e) the holders of not less than twenty (20) percent of all the votes entitled to be cast on any issue proposed to be considered. At the proposed special meeting, if such shareholders sign, date and deliver to the Corporation's Secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held. Special meetings of the shareholders of the Corporation may not be called by any other person or persons.

Section XI.3 (Shareholder Action Without a Meeting): Any action required or permitted to be taken at an annual or special meeting of shareholders of the Corporation may be taken without a meeting, without prior notice, and without a vote if the action is taken in the manner set forth under Section 607.0704 of the FBCA, as the statute may be hereafter amended or superseded.

ARTICLE XII **BY-LAWS**

Section XII.1: The provisions for the regulations and the management of the affairs of the Corporation shall be set forth in the By-Laws of the Corporation (referred to in these Amended and Restated Articles of Incorporation as the "By-Laws").

Section XII.2: The Board of Directors shall have the power to amend or repeal the Bylaws in such manner as shall be prescribed by the Bylaws and nothing herein shall serve to limit such power:

Section XII.2.A: The shareholders of the Corporation may adopt or amend a provision to the Bylaws which fixes a greater quorum or voting requirement for shareholders than is required by the FBCA. The adoption or amendment of a bylaw that adds, changes or deletes a greater quorum or voting requirement for shareholders must meet the same quorum or voting requirement and be adopted by the same vote required to take action under the quorum or voting requirement then in effect or proposed to be adopted, whichever is greater.

Section XII.2.B: The Board of Directors of the Corporation shall have power, without the assent or vote of the Shareholders, to make, alter, amend or repeal the By-Laws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the By-Laws.

Section XII.3: The Board of Directors shall cause the preparation of articles of amendments to the By-Laws of the Corporation (referred to in these Amended and Restated Articles of Incorporation as the "Amended By-Laws"), reflecting all Board approved amendments, then notwithstanding anything to the contrary contained in these Amended and Restated Articles of Incorporation, in the event of any conflict between any provision of such Amended By-Laws and any provision of these Amended and Restated Articles of Incorporation, such conflicting provision of the Amended and Restated Articles of Incorporation shall be incorporated therein as a By-Law and shall control.

Section XII.4: Notice of any such proposed amendment, repeal or adoption shall be contained in the notice of the meeting at which it is to be considered. Subject to the provisions set forth herein, the Board of Directors shall have the right to amend, alter, repeal or rescind any provision contained in the By-Laws in the manner now or hereafter prescribed by law or theses Amended and Restated Articles of Incorporation.

ARTICLE XIII **FINANCE**

The fiscal year of the Corporation shall commence on the first day of January and end on the thirty-first day of December in each year.

Section XIII.1. (Execution of Instruments Generally): The Board of Directors may authorize any officer or officers, agent or agents, the authority to sign any contracts and other instruments requiring execution by the Corporation may be conferred by the Board upon an authorized officer of the Corporation or upon any other person or persons designated by the Board. Any person having authority to sign on behalf of the Corporation may delegate, from time to time, by instrument in writing, all or any part of such authority to any other person or persons so authorized by the Board. In the absence of such resolution, such instruments shall be signed by the Treasurer or Secretary and countersigned by the Chief Executive Officer or Chief Operating Officer of the Corporation.

Section XIII.2. (Checks and Drafts): All checks, drafts, or other orders for the payment of money, issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such resolution, such instruments shall be signed by the Treasurer or Secretary and countersigned by the Chief Executive Officer or Chief Operating Officer of the Corporation.

Section XIII.3. (Contracts): The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. In the absence of such resolution, such instruments shall be signed by the Chief Executive Officer or Chief Operating Officer and countersigned by the Treasurer or the Secretary of the Corporation.

ARTICLE XIV **AMENDMENTS**

Section XIV.1: The Corporation shall reserve the right to amend, alter, change or repeal any provision contained in these Restatement of the Articles of Incorporation, or in any amendment hereto, or to add any provision to these First Amended and Restated Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statutes of the FBCA, and all rights conferred upon shareholders in these First Amended and Restated Articles of Incorporation or any amendment hereto are granted subject to this reservation.

Section XIV.2: Articles of Incorporation. Notwithstanding any other provision of these Amended and Restated Articles of Incorporation or the By-Laws (and notwithstanding that a lesser percentage may be specified by law) the affirmative vote of sixty-six and two-thirds (66 2/3) percent of the total number of votes of the then outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors, shall be required to amend or repeal, or to adopt any provision inconsistent with the purpose or intent of, Article IV, Article IX, Article XII or this Article XIII of these Amended and Restated Articles of Incorporation.

Section XIV.2: Notice of any such proposed amendment, repeal or adoption shall be contained in the notice of the meeting at which it is to be considered. Subject to the provisions set forth herein, the Board of Directors shall have the right to amend, alter, repeal or rescind any provision contained in these Amended and Restated Articles of Incorporation in the manner now or hereafter prescribed by law.

ARTICLE XV
HEADINGS

The headings used in these First Amended and Restated Articles of Incorporation have been inserted for administrative convenience only and do not constitute matter to be construed in interpretation.

ARTICLE XVI
EFFECTIVE DATE

The effective date of these Amended and Restated Articles of Incorporation for the Corporation is 11th day of February, 2009 at 12:01AM Eastern Standard Time.

ARTICLE XVII
INVALID PROVISIONS

If any provision of these First Amended and Restated Articles of Incorporation is held to be illegal, invalid or unenforceable under any present or future law, and if the rights or obligations of the stockholders would not be materially and adversely affected thereby, such provision shall be fully separable, and these First Amended and Restated Articles of Incorporation shall be construed and enforced as if such illegal, invalid or unenforceable provision had never comprised a part hereof, the remaining provisions of these First Amended and Restated Articles of Incorporation shall remain in full force and effect and shall not be affected by the illegal, invalid or unenforceable provision or by its severance herefrom, and in lieu of such illegal, invalid or unenforceable provision, there shall be added automatically as a part of these First Amended and Restated Articles of Incorporation, a legal, valid and enforceable provision as similar in terms to such illegal, invalid or unenforceable provision as may be possible.

ARTICLE XVIII
SCRIVENER'S ERROR

The Corporation also declares that careful and diligent efforts have been put forth in the preparation of these First Amended and Restated Articles of Incorporation set forth, however, if by some scrivener's error any article, section, sentence or word has been inadvertently and unintentionally omitted or so placed as to be noncontiguous, then it shall be the duty of the Board of Directors to correct such scrivener's error.

ARTICLE XIX
ADOPTION OF AMENDMENTS

The foregoing Amended and Restated Articles of Incorporation have been duly approved by the Board of Directors, and required the required number of shareholders vote on February 7th, 2009, in accordance with the Florida Business Corporation Act.

The foregoing Amended and Restated Articles of Incorporation have been duly approved by the required vote of shareholders on February 7th, 2009, in accordance with the Florida Business Corporation Act. The total number of outstanding shares of Capital Stock of the Corporation (immediately prior to the filing of these Amended and Restated Articles of Incorporation) is 200,000 shares of Common Stock. All outstanding shares of Common Stock shall, after the effective date of filing of these Amended and Restated Articles of Incorporation, become shares of Common Stock, having the terms and conditions and with the designations, preferences and rights provided for such shares of Common Stock, under these Amended and


Restated Articles of Incorporation. The number shares voting in favor of the Amended and Restated Articles of Incorporation, in each class of shareholders entitled to vote on the amendment equaled or exceeded the vote required in accordance with Florida Business Corporation Act, Section 607.1003

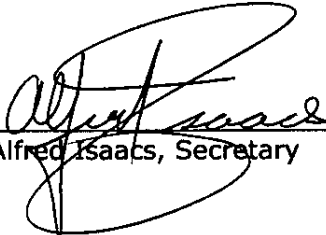
ARTICLE XX
CERTIFICATE OF AMENDED AND RESTATED ARTICLES OF INCORPORATION

IN WITNESS WHEREOF, Sea Ocean International, Inc. has caused this First Amended and Restated Articles of Incorporation to be executed, its corporate seal affixed, and its seal and execution hereof to be attested, all by its authorized officers.

The undersigned, being the Chief Operating Officer, for the purpose of filing this Certificate with the State of Florida, and in pursuance of the Florida Business Corporation Act of the State of Florida, does file these First Amended and Restated Articles of Incorporation of Sea Ocean International, Inc., hereby declaring and certifying the facts hereinabove stated are true and correct to the best of my knowledge, and accordingly has hereunto set his hand this 7th day of February, 2009.

SEA OCEAN INTERNATIONAL, INC.

By: 
Garfield Simpson, Chief Operating Officer

Attested: 
Alfred Isaacs, Secretary

