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FILED
06 OCT 30 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
10-30-06

October, 26, 2006

Florida Dept. Of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

Sub.: Amendment of SHOWBOAT ADULT WORLD CORP.

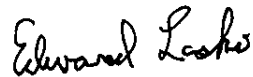
Dear Sir:

Enclosed please find the following:

1. The original and one copy of the Amendment to Articles of Incorporation for the subject corporation.
2. A check in the amount of \$35.00 to cover the filing fees for the Amendment to the existing Articles.

Kindly acknowledge filing of this Amendment to the Articles of incorporation, in compliance with Florida law and return the certified copy of the Amendment to the Articles of Incorporation to the undersigned at Atlantic Nonlawyer Services, Inc., 1592 N. Why A1A., Satellite Beach, FL 32937. (321) 773-2020.

Thank you for your assistance in this matter.



Edward Lasko

AMENDMENT TO ARTICLES
TO
ARTICLES OF INCORPORATION
OF

SHOWBOAT ADULT WORLD CORP.

Article I

The name of the Corporation is SHOWBOAT ADULT WORLD CORP.,
duly incorporated on March 29, 1993 by the State of Florida.

Article I

The street address of the registered office of the
corporation is 1800 West King, Cocoa, Florida 32926, and the name
of the registered agent of this corporation is BAKER E. TINSLEY.

Article II

This corporation shall have one director. The name
addresses of the director of this corporation are:

BAKER E. TINSLEY, Director
1800 West King
Cocoa, Florida 32926

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The name and address of each of the officers of this Corporation
is as follows:

BAKER E. TINSLEY, President
1800 West King
Cocoa, Florida 32926

AMENDMENT TO ARTICLES

All other Articles of the Corporation remain unchanged.

The Directors and Shareholders of the Corporation wish to accept the resignation of EDWARD LASKO as Director, President, Vice President, Secretary, Treasurer and Registered Agent of the Corporation.

The Directors, Shareholders and Officers adopt this amendment effective at their Special Meeting dated October 27, 2006.

The effective date of the adoption by the Directors, Shareholders and Officers of the above mentioned Amendments was October 26, 2006.

IN WITNESS WHEREOF, the undersigned has executed this Amendment on the 27th day of October, 2006 in Satellite Beach, Florida.

Edward Lasko

EDWARD LASKO, Director,
& Registered Agent

AMENDMENT TO ARTICLES

STATE OF FLORIDA
COUNTY OF BREVARD

Before me personally appeared EDWARD LASKO, who has SWORN TO AND SUBSCRIBED before me this 27th day of October, 2006, to be the persons who executed this Amendment, and he acknowledged before me that they executed this Amendment for SHOWBOAT ADULT WORLD CORP., on behalf of the Corporation and have presented FL/DL as identification.


Notary Public



MADEAN C. DENISON
MY COMMISSION # DD 344476
EXPIRES: September 4, 2008
Bonded Thru Budget Notary Services

RESIGNATION OF REGISTERED AGENT OF SHOWBOAT ADULT WORLD CORP.

I, EDWARD LASKO resign as Registered Agent of SHOWBOAT ADULT
WORLD CORP. effectitvely immediately.

Date:

Edward Lasko
EDWARD LASKO

STATE OF FLORIDA
COUNTY OF BREVARD

Before me personally appeared EDWARD LASKO, known to me and
known by me to be the person who executed the foregoing on behalf
of the Corporation.

Nadean C. Denison
Notary Public



NADEAN C. DENISON
MY COMMISSION # DD 344476
EXPIRES: September 4, 2008
Bonded Thru Budget Notary Services


DESIGNATION
AS
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034,
Florida Statutes, the following is submitted:

That SHOWBOAT ADULT WORLD CORP., under the laws of the State
of Florida, with its principal office at 1800 W. King, Cocoa,
Florida 32926, has named BAKER E. TINSLEY located at 1800 W.
KING, Cocoa, County of Brevard, Florida, as its agent to accept
service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above named Corporation, at the place designated in this
certificate, the undersigned agrees to act in this capacity,
and agrees to comply with the provisions of Florida law
relative to keeping the designated office open.


BAKER E. TINSLEY
Registered Agent





NADEAN C. DENISON
MY COMMISSION # DD 344476
EXPIRES: September 4, 2008
Bonded Thru Budget Notary Services