

P93000064594

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Amend

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 31, 2000

CURRY & ASSOCIATES, P.A.
Post Office Box 1143
Brandon, FL 33509-1143

SUBJECT: SALTY DOG TRAVEL, INC.
Ref. Number: P93000064594

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

The fee to file articles of amendment is \$35. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 000A00056591

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
Salty Dog Travel, Inc.

Article V of the articles of incorporation of Salty Dog Travel, Inc. was amended by the corporation's shareholders on October 26, 2000. The corporation is filing these articles of amendment to articles of incorporation pursuant to F.S. 607.0602.

1. The name of the corporation is Salty Dog Travel, Inc..
2. Article V of the articles of incorporation of Salty Dog Travel, Inc. was amended as follows:

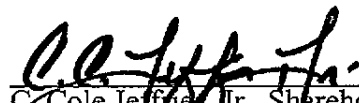
**Article V
Capital Stock**

**The Corporation is authorized to issue 20,000 shares of
Common Stock, each with one dollar (\$1.00) par value.**

3. The foregoing amendment to articles of incorporation was duly adopted by the shareholders on October 26, 2000, at a duly noticed special meeting of shareholders.

In witness whereof, the undersigned Shareholder, Chairman of the Board, Director, President and Secretary of this corporation has executed these articles of amendment on October 26, 2000.

Dated: 1:00 p.m., October 26, 2000


C. Cole Jeffrey, Jr., Shareholder,
Chairman of the Board of Directors,
President/Secretary

WITNESSED:

Dated: October 26, 2000


Kay M. Poznanski