P940000,72459 103 N. MERIDIAN STREET, LOWER LEVEL

MERIDIAN STREET, LOWER LEVE TALLAHASSEE, FL 32301 222-1173

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PLEASE GIVE ORIGINAL SUBMISSION DATE AS FILE DATE.



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

March 16, 1999

CCRS

TALLAHASSEE, FL

SUBJECT: SHIP 'N' SHORE CRUISES & TOURS, INC.

Ref. Number: P94000072459

We have received your document for SHIP 'N' SHORE CRUISES & TOURS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown Corporate Specialist

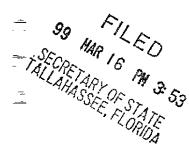
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ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF SHIP 'N' SHORE CRUISES & TOURS, INC.



The undersigned, Sam Mondry, President of Ship 'N' Shore Cruises & Tours, Inc. does hereby certify that:

- 1. He is the President of Ship 'N' Shore Cruises & Tours, Inc., a Florida corporation, which Articles of Incorporation were filed with the Secretary of State, State of Florida, on October 3, 1994.
- 2. The following amendment to the Articles of Incorporation was unanimously adopted by Written Consent of the Board of Directors and approved by at least the majority of Shareholders. The number of votes of the Shareholders as set forth in the Consent was sufficient to authorize and approve the amendment. The date of adoption is March 10, 1999.
- 3. Article I of the Articles of Incorporation is hereby amended in its entirety to read as follows:

"ARTICLE I - NAME

The name of this Corporation is:

THE CRUISE COMPANY OF SOUTHWEST FLORIDA, INC.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment on Aur 107, 1999.

Sam Mondry, President

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