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ATLANTIS SUBMARINES (MIAMI) INC.

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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
ATLANTIS SUBMARINES (MIAMI), INC.,
a Florida corporation**

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida corporation adopts the following Articles of Amendment to its Articles of Incorporation:

- FIRST:** The President, Director and Treasurer of the corporation shall be Dennis Hurd, Suite 200-210, West 6th Ave., Vancouver, BC V5Y 1K8, Canada.
- SECOND:** The principal business and mailing address of the corporation shall be 2901 NE 49th St., #6, Fort Lauderdale, FL 33308.
- THIRD:** The name and address of the Registered Agent is: Janet Griffiths, 2901 NE 49th St., #6, Fort Lauderdale, FL 33308.
- FOURTH:** The amendment was approved by Dennis Hurd as President of Atlantis Submarines, Inc., a Wyoming corporation, the sole shareholder of Atlantis Submarines (Miami), Inc., a Florida corporation.
- FIFTH:** The date of adoption of this amendment was June 26, 2007.
- Signed this 26 day of June, 2007.

Atlantis Submarines, Inc.
a Wyoming corporation

By: [Signature]

Dennis Hurd as President

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No. 6500 P. 3/3

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ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF ATLANTIS SUBMARINES (MIAMI), INC.
a Florida corporation

Janet Griffiths, having a business office at 2901 NE 49th St., #6, Fort Lauderdale, FL 33308, and having been designated as the Registered Agent in the above and foregoing Articles of Amendment to Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

Janet Griffiths Griffiths.

Dated: 6.27.07

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