

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
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ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

N. HENDRICKS MAR 11 1997

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME _____ CK No. _____
BY _____

WALK-IN Will Pick Up 3/11 12:00

RE:

Italian Yachts
Collection, Inc

C.C. FEE.

DISBURSED

☒ Capital Express™
Art. of Inc. File _____
Corp. Record Search _____
Ltd. Partnership File _____
Foreign Corp. File _____
() Cert. Copy(s) _____
☒ Art. of Amend. File _____
Dissolution/Withdrawal _____
C U S - _____
Fictitious Name File _____
Name Reservation _____
Annual Report/Reinstatement _____
Reg. Agent Service _____
Document Filing _____
Corporate Kit _____
Vehicle Search _____
Driving Record _____
Document Retrieval _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
File No.'s, _____ Copies _____
Courier Service _____
Shipping/Handling _____
Phone () _____
Top Priority _____
Express Mail Prep. _____
FAX () _____ pgs. _____

SUBTOTALS

FEE.....
DISBURSED.....
SURCHARGE.....
TAX on corporate supplies.....
SUBTOTAL.....
PREPAID.....
BALANCE DUE.....

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF
INCORPORATION OF ITALIAN YACHTS COLLECTION, INC.

WE, THE UNDERSIGNED, as president and secretary respectively of Italian Yachts Collection, Inc., a Florida corporation, do hereby certify that at a Special Meeting of the Board of Directors and Shareholder held on January 18, 1997, duly and regularly called and held in accordance with the provisions of the Florida Statutes and the Bylaws of Italian Yachts Collection, Inc., at which meeting a quorum was present and acted throughout, the following resolution was duly adopted:

RESOLVED, that Article III of the Articles of Incorporation be amended to read as follows:

This corporation is authorized to issue par value, voting common stock as described below, and none other:

Maximum Number of Shares:	50,000
Par Value Per Share:	\$.01

The authorized shares of par value common stock may be issued only for a consideration having a value, in the judgment of the Board of Directors, equivalent at least to the full par value of the stock so to be issued. Such consideration may be in the form of cash, real property, tangible personal property, intangible personal property, labor or services rendered, or any combination of the foregoing or such other consideration allowable by law.

Each share of common stock of this corporation shall entitle the holder thereof to one vote upon each proposal presented at lawful meetings of the stockholders. No holder of common stock of this corporation shall be entitled to any right of cumulative voting.

IN WITNESS WHEREOF, we have set our hands and seals of the corporation this 18 day of January, 1997.

Signed, sealed and delivered
in the presence of:

ITALIAN YACHTS CORPORATION,
INC., a Florida corporation

Wanda Ristella
Wanda Ristella

By: Michele Maggi
Michele Maggi, President

Rossana Gonzalez
Rossana Gonzalez

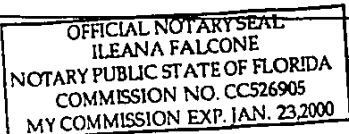
Attest: Robert A. Freeman
Robert A. Freeman,
Secretary

STATE OF FLORIDA)
) SS.:
COUNTY OF DADE)

I, the undersigned Notary Public, in and for the State of Florida, do hereby certify that on this day personally appeared before me Michele Maggi as president and Robert A. Freeman as secretary of Italian Yachts Collection, Inc., a Florida corporation, to me well known and known to be the persons who executed the foregoing Certificate of Amendment to the Articles of Incorporation of Italian Yachts Collection, Inc. a Florida corporation and they acknowledged that they executed the same for the uses and purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 18 day of January, 1997.

My commission expires:



Ileana Falcone
NOTARY PUBLIC, State of
Florida

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