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NAME: CRUISE MANAGEMENT INTERNATIONAL, INC.

AUDIT NUMBER.....H98000008594

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..1 PAGES..... 1

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Amendment  
5-6-98  
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H98000008594

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
CRUISE MANAGEMENT INTERNATIONAL, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted: Article III (Stock) is hereby restated in its entirety to read as follows: Effective from and after October 19, 1996, this Corporation is authorized to issue (i) 10,000 shares of its Class A Voting Common Shares, with a par value of \$1.00 each; and (ii) 10,000 shares of its Class A Nonvoting Common Shares, with a par value of \$1.00 each. All of said stock shall be payable in cash, property (real or personal), labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

SECOND: The date of this amendment's adoption: As of October 19, 1996.

THIRD: This amendment was adopted by written consent of the voting shareholders of this Corporation, upon recommendation of the Board of Directors.

Signed this 1st day of May, 1998.

Signature: \_\_\_\_\_  
Philip Levine, as President and Sole Director

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Prepared by:

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