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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Mel Fisher, King of the Conch Republic, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
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<input type="checkbox"/>	Reinstatement
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<input type="checkbox"/>	Other

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**AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
MEL FISHER, KING OF THE CONCH REPUBLIC, INC.**

Pursuant to the provisions of the Florida Business Corporation Act, Chapter 607, et seq, Florida Statutes (1997), the undersigned corporation hereby changes and amends its Articles of Incorporation through the adoption and filing of the following Amendment to its Articles of Incorporation:

1. The following Amendment to the corporation's Articles of Incorporation was adopted by the requisite shareholder action pursuant to Section 607.1003, Florida Statutes (1997) on December 16, 1998. Notice of the amendment has been provided to all shareholders in accordance with the provisions of applicable law.
2. The effective date of this amendment is January 2, 1998.
3. Pursuant to the provisions of Florida Statutes as above stated, Article III of the Articles of Incorporation of Mel Fisher, King of the Conch Republic, Inc. (the "Corporation") is amended to read as follows:

**ARTICLE III
CAPITAL STOCK**

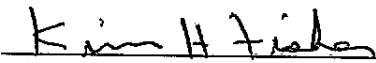
Common Stock

The aggregate number of shares of common stock which the corporation is authorized to issue is 1,000 shares. Such shares shall be of a single class, and shall have a par value of one dollar (\$1.00) per share.

Preferred Stock

The corporation is authorized to issue 1,000 shares of Series A Preferred stock ("Series A Preferred") having a par value of one hundred dollars (\$100.00) per share. Such Series A Preferred shall be non-voting and have such rights, preferences as to dividends and redemption, or other rights, terms, conditions, or entitlements as are set forth in the Shareholder Resolution creating such Series A Preferred stock.

IN WITNESS WHEREOF, the authorized officers of the corporation have executed this Amendment to the Articles of Incorporation on this 17th day of December, 1998.



Kim H. Fisher, President

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