P950000 94936

January 20, 1997

Florida Department of State Division of Corporations P O Box 6327 Tallahassee, Florida 32314

Re: Amendment of Corporate Name

Dear MS Mortham:

Included are the forms for amendment of the Corporate Articles of Blue Water Adventures of Key Largo, Inc. requesting a name change to Blue Water Adventures Inc. A check in the amount of \$43.75 is enclosed to cover the filling fee and certificate of status.

If additional information is needed our telephone number is (305) 451-2197. Return address:

Blue Water Adventures Inc. 538 Ocean Cay Key Largo, FL. 33037

Sincerely;

Lee Chamberlain

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

BLUE	WATER	ADVENTURE	ES OF	KEY	LARGO	INC.
						

(Document number is P95000094936)

(present name)

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

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Amendment to articles of incorporation Article I - Corporate Name is here by amended to BLUE WATER ADVENTURES INC.



SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD:	The date of each amendment's adoption: (January 20, 1997.				
FOURT	H: Adoption of Amendment(s) (CHECK ONE)				
Ţ	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.				
ļ	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):				
	"The number of votes cast for the amendment(s) was/were sufficient for approval by				
	The amendment(s) was/were adopted by the board of directors without shareholder action and				
	shareholder action was not required.				
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.				
Signatu	Signed this day 20th of Jan Mady , 19 97. The Man below. (By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)				
	OR				
	(By a director if adopted by the directors)				
	OR				
	(By an incorporator if adopted by the incorporators)				
	LEE CHAMBERLAIN Typed or printed name				
	Pres and Sale owner J. TACO PPOPATOR				