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FILED
98 JUN 24 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 23, 1998

Secretary of State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Sea & Ski Corporation

100002571231--5

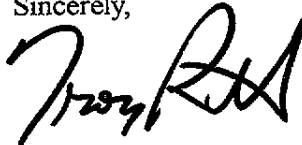
-06/24/98--01069--006
*****87.50 *****87.50

Ladies and Gentlemen:

Enclosed for filing with your offices are Articles of Amendment to the Articles of Incorporation of Sea & Ski Corporation, a Florida corporation. Also enclosed is our check in the amount of \$87.50 in payment of the filing fee and a certified copy of the Articles of Amendment. Please forward the certified copy of the articles to my attention using the enclosed self-addressed federal express airbill.

Thank you for your attention to this matter.

Sincerely,



Troy J. Rillo

Enclosures

cc: Mr. Robert Bell
Clayton E. Parker, Esquire

WS JUL 8 1998
Amend.

MI-62443.01

**ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF SEA & SKI CORPORATION, A FLORIDA CORPORATION**

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SECRETARY OF STATE
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In accordance with the terms of Section 607.1006 of the Florida Business Corporation Act, **SEA & SKI CORPORATION**, a Florida corporation (the "Corporation"), hereby adopts the following amendment to its Articles of Incorporation:

Article V is hereby amended to read as follows:

CAPITAL STOCK

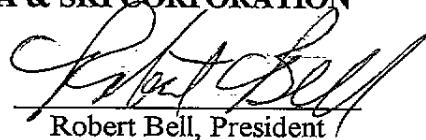
The maximum number of shares of stock which this Corporation is authorized to issue is 20,000,000 shares of common stock having a par value of \$0.01 per share.

The foregoing amendment to the Articles of Incorporation of the Corporation were adopted by means of a Unanimous Written Consent of the Board of Directors and Shareholder of the Corporation dated June 17, 1998, in accordance with the terms of Section 607.1003 of the Florida Business Corporation Act, and consequently, the number of shares cast in favor of the amendments was sufficient for their approval.

Date: June 17, 1997

SEA & SKI CORPORATION

By:


Robert Bell, President