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98 SEP -1 AM 7:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

August 31, 1998

Ms. Karen Beyer  
Bureau Chief  
Secretary of State of Florida/Corporations Division  
409 East Gaines Street  
Tallahassee, Florida 32399

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-09/01/98-01005-021  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: Sea & Ski Corporation

Ladies and Gentlemen:

Enclosed for filing with your office is an article of amendment, prepared for the above-referenced corporation. Also enclosed is a check, in the amount of \$87.50 in payment of filing fees and a certified copy of the article. Please return the certified article to me in the enclosed Federal Express envelope.

Thank you for your cooperation with this matter.

Sincerely,

Troy J. Rillo

TJR:lfa  
Enclosure

*Amend*

MI-66225.01

TLL SEP 2 1998

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

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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 \$0.001 per share.

The foregoing amendment to the Articles of Incorporation of the Corporation was adopted by means of a Unanimous Written Consent of the Sole Director and Sole Shareholder of the Corporation dated August 31, 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 amendment was sufficient for its approval.

Date: 8/31, 1998

SEA & SKI CORPORATION

By:   
Robert Bell, President