

P97000040120

RISH, GIBSON & SCHOLZ, P.A.

ATTORNEYS AT LAW

206 E. FOURTH STREET

POST OFFICE BOX 39

PORT ST. JOE, FLORIDA 32457

WILLIAM J. RISH
THOMAS S. GIBSON
S. RUSSELL SCHOLZ

TELEPHONE (850) 229-8211
FAX (850) 227-1619

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 FEB 20 PM 2:27

February 18, 2002

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32399

200004959882--2
-02/20/02--01028--004
*****70.00 *****35.00

Re: J & B Whitewhale Charters, Inc. and Black's Island Outfitters, Inc.

Dear Sir or Madam:

I have enclosed the Articles of Amendment for both of the above-captioned corporations changing the name/address of the President, Secretary and Director for each corporation. Also enclosed is our check in the amount of \$70 to cover the cost of filing these documents.

Thank you for your assistance in this matter.


Sincerely,


Thomas S. Gibson

TSG/pwr

Enclosures as stated

Amend.


2/21/02

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 FEB 20 PM 2:27

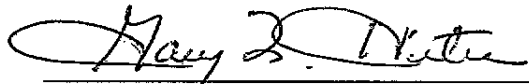
J & B Whitewhale Charters, Inc.

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

1. ARTICLE VI is hereby amended to change the President, Secretary and Director of the corporation to **Gary L. Hites, whose address is 710 Gulf Aire Drive, Port St. Joe, FL, 32456.** A copy of the Minutes of Meeting dated September 24, 2001 is attached hereto.

This amendment was approved and adopted by unanimous votes of the shareholders and the board of directors on this the 24 day of Sept, 2001.

Signed this 24 day of Sept, 2001.



Gary L. Hites
President/Secretary/Director

MINUTES OF MEETING OF
SEPTEMBER 14, 2001
AT THE OFFICES OF RISH, GIBSON & SCHOLZ, P.A.
OF
J & B WHITEWHALE CHARTERS, INC.

The meeting of directors and shareholders of J & B WHITEWHALE CHARTERS, INC. was held on September 24, 2001 at the offices of Rish, Gibson & Scholz, P.A., 206 East Fourth Street, Port St. Joe, Florida. Present at the meeting was William D. Koran, Janna N. Bush, Gary L. Hites and Thomas S. Gibson of Rish, Gibson & Scholz, P.A., attorney. All directors waived notice of the meeting and consented to the actions taken at the meeting.

The first order of business was election of officers and directors. Gary L. Hites was unanimously elected as President, Secretary and Director of the corporation.

The next order of business was the purchase of all of the shares of stock in J & B Whitewhale Charters, Inc. by Seahorse Water Safaris, Inc. The corporation voted to sell all of the shares of stock in J & B Whitewhale Charters, Inc. to Seahorse Water Safaris, Inc.

There being no further business to come before the corporation, the meeting was adjourned.

Signed this 24th day of September, 2001.



GARY L HITES
PRESIDENT/SECRETARY/DIRECTOR