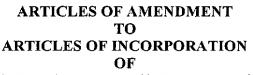
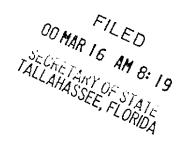
NAME CHANGE TO:

BLUE WATER SAILING ENTERPRISES, INCHASE, INCHASE, INCHASE, OF DESTRUCTION OF DE

000003172840--5 -03/16/00--01074--015 *****35.00 *****35.00

N/c





OFFSHORE-HOLDINGS MANAGEMENT GROUP, INC. (corporate number P97000095795)

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:

Article Number I is hereby amended to read:

The name of this corporation shall be:

BLUE WATER SAILING ENTERPRISES, INC.

SECOND:

The date of each amendment's adoption:

January 1, 2000

THIRD:

Adoption Amendment(s):

The amendment(s) was/were approved by the shareholders. The number of votes

cast for the amendment(s) was/were sufficient for approval.

day of March, 2000.

By: