BEACON FISHERIES, INC.

12643 Hidden Circle E

Jacksonville, FL 32225 96758 77/0000

June 28, 2000

Corporate Records Bureau Florida Department of State P. O. Box 6327 Tallahassee, Florida 32301

Re: Beacon Fisheries, Inc.

Sir:

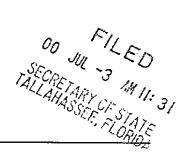
We are enclosing a copy of the minutes of our Board of Directors Meeting, along with a copy of Articles of Amendment to Articles of Incorporation.

Please change our corporation records to now reflect Mr. Mike Eddy as A director and Secretary of the Corporation as indicated on the Amendment.

Our Check for \$35.00 is enclosed.

Sincerely,

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



BEACON FISHERIES INC.

(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:

Article VII being changed to show officer's of the Corporation as:

Mike Black – Director and President Mike Eddy – Director and Secretary

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: __JUNE_26, _2000.

FOURTH: Adoption of Amendment(s) (check one)

_____ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

_____ 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 approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

____ The amendment(s) was/were approved by the shareholders through voting groups.

group entitled to vote separately on the amendment(s).]

The number of votes cast for the amendment(s) was/were sufficient for approval by ______.

(voting group)

[The following statement must be separately provided for each voting

(continued)

| Signed this 2s day of June, 2000. |
|---|
| By President Chairman of Vice Chairman of the Board of Directors, President of other officer if adopted by the shareholders) Or |
| (A director or incorporator if adopted by the directors or incorporators) |
| Mike Black |
| (Typed or printed name) |
| President /Director (Title) |