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FILED
04 JUN 14 PM 12:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6-21
2004

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF
LOOE KEY REEF DIVERS, INC.**

FILED
JUN 14 PM 12:30
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Pursuant to the provision of section 607.1006, Florida Statutes, this Florida Profit Corporation adopts the following amendments to its Articles of Incorporation:

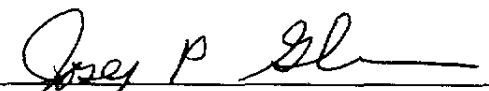
FIRST: The following Amendment to Article VI of the Articles of Incorporation was adopted by the corporation:

Wendy Sullivan is deleted as Director and the following person was elected to serve as Director:

**Joseph P. Glenn
PO Box 664
Summerland Key, FL 33042**

SECOND: The amendment was adopted by the Board of Directors on the 9th day of June, 2004.


THIRD: The above amendment was approved unanimously by the Shareholders of the corporation on the 9th day of June, 2004.

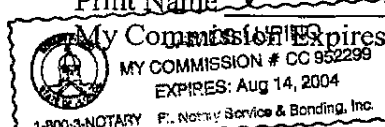


JOSEPH P. GLENN
President and Director

STATE OF FLORIDA
COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 9th day of June, 2004, by JOSEPH P. GLENN, who supplied the following form of identification Personally Known.



Notary Public
Print Name

My Commission Expires
MY COMMISSION # CG 952299
EXPIRES: Aug 14, 2004
1-800-3-NOTARY Ft. Notary Service & Bonding, Inc.