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ACCT#:

CONTACT: IRIS HAIBI
PHONE: (954) 525-7500
(954) 761-8475

FAX #:

NAME: SHIP'S CAFE, INC.

AUDIT NUMBER.....H98000017281

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 2

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Amendment
9/17/98
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Sep. 16, 1998 10:10AM
9/16/98
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FLORIDA DIVISION OF CORPORATIONS

No. 7723 P. 1/3

PUBLIC ACCESS SYSTEM
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Sep. 16. 1998 3:57PM

No. 7773 P. 2/4



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 16, 1998

SHIP'S CAFE, INC.
1800 N.E. 40 COURT
SUITE 204
POMPANO BEACH, FL 33064

SUBJECT: SHIP'S CAFE, INC.
REF: P98000039056

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlana Connell
Corporate Specialist

FAX Aud. #: H98000017281
Letter Number: 298A00046945

Sep. 16. 1998 3:57PM

No. 7773 P. 3/4

H98000017281

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
SHIP'S CAFE, INC.**

The following provisions of the Articles of Incorporation of Ship's Cafe, Inc., a Florida corporation (the "Corporation"), filed with the Department of State on April 30, 1998, document number P98000039056, be, and they are hereby, amended as shown below:

Article Five of the Articles of Incorporation of this Corporation is hereby amended to read in its entirety as follows:

ARTICLE V

The street address of the principal office of the Corporation shall be 515 Seabreeze Boulevard, Fort Lauderdale, Florida 33316.

Article Six of the Articles of Incorporation of this Corporation is hereby amended to read in its entirety as follows:

ARTICLE VI

This Corporation shall have at least one director with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote, determine that the Corporation be managed by the shareholders. The name and address of the director of this Corporation is:

Donald S. Kim
515 Seabreeze Boulevard
Fort Lauderdale, Florida 33316

The current registered agent and registered office of the Corporation is Thomas J. Moore II, 1800 N.E. 40 Court, Suite 204, Pompano Beach, Florida 33064.

The registered agent and registered office of the Corporation is hereby amended to be:

Donald S. Kim
515 Seabreeze Boulevard
Fort Lauderdale, Florida 33316

The street address of the Corporation's registered office and the street of the business office of the Corporation's registered agent, as changed, are identical.

Doc. Ref.: 980234.0002/TSCSFL1-151186-1

This document prepared by:
Scott J. Jordan, Esq., FL Bar No. 0066052
110 SE 6th St., 15th Fl.
Ft. Lauderdale, FL 33301
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No. 7773 P. 4/4
H98000017281

The foregoing amendments were adopted by a Consent Action In Lieu of Special Meeting of the Board of Directors of this Corporation, dated the 14 day of September, 1998 and require no shareholder action.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment on this 14 day of September, 1998.


Name: Donald S. Kim
Title: President and Director

THE UNDERSIGNED, named as the registered agent in these Articles of Incorporation, hereby accepts the appointment as such registered agent, agrees to act in this capacity, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.0505.


Donald S. Kim