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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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| NEW FILINGS | |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|--------------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

FILED
99 MAR -8 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N.C.

3-9-99

Examiner's Initials

CC

**AMENDMENT TO
ARTICLES OF INCORPORATION
OF
HUDSON CAPITAL GROUP, INC.**

FILED
99 MAR -8 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Amendment to the Articles of Incorporation of HUDSON CAPITAL GROUP, INC., a Florida corporation, was submitted and approved at a joint special meeting of the Board of Directors and Stockholders of said corporation held on February 8, 1999, and thereat proposed by the Board of Directors to the Stockholders and duly approved at said meeting:

AMENDMENT: The Articles of Incorporation of HUDSON CAPITAL GROUP, INC. are hereby amended in the following respect:

1. Delete from said Articles of Incorporation all of Article I and substitute therewith:

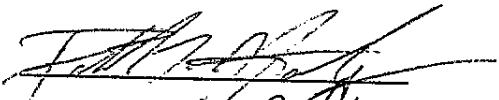
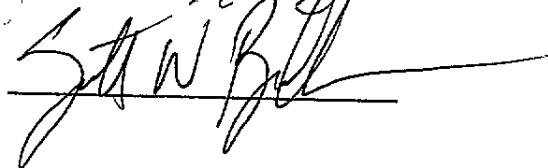
"ARTICLE I. NAME: The name of this corporation is LADY JEAN CHARTERS, INC."

2. All other provisions of the Articles of Incorporation not specifically amended hereby shall remain in full force and effect.

CERTIFICATE OF STOCKHOLDERS' APPROVAL

WE HEREBY CERTIFY that the Minutes of the joint special meeting of the Board of Directors and Stockholders of HUDSON CAPITAL GROUP, INC., held on February 8, 1999, reflect that the above Amendment to the Articles of Incorporation was approved by the Stockholders by a majority vote in accordance with the By-Laws of the Corporation.

WITNESSES AS TO BOTH:





HARRIS W. HUDSON, President

PETER WRIGHT, Secretary

STATE OF FLORIDA)
)ss:
COUNTY OF BROWARD)

I HEREBY CERTIFY that on the 25th day of February, 1999, personally appeared before me, the undersigned authority, the aforementioned individuals being the President and Secretary, respectively, of HUDSON CAPITAL GROUP, INC., a Florida corporation, to me well known and known to me to be the persons who signed the above Amendment to the Articles of Incorporation and who acknowledged to me that they executed the foregoing as Officers of the corporation for the purpose of obtaining an Amendment to the Articles of Incorporation as hereinabove set forth and who produced valid Florida Driver Licenses as identification and who did not take an oath.


Notary Public

My Commission Expires:



Reva Fletcher
Commission # CC 796939
Expires DEC. 14, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.