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November 21, 2000

Bureau of Corporate Records
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32399

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-11/27/00--01133--0003
*****35.00 *****35.00

Re: Articles of Amendment to Articles of Incorporation
of THE CRUISE COMPANY OF SARASOTA, INC.

Dear Sir or Madam:

Enclosed are the original and duplicate of Articles of Amendment to the Articles of Incorporation for the above-referenced corporation, together with a check in the amount of \$35.00 to cover the filing fee.

Please file the Articles and return the stamped copy the undersigned.

Thank you for your assistance.

Very truly yours,

E. John Lopez

NIC
Amended

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Enclosures

cc: Mr. Michael R. Lepore
Mr. Hans Van Der Kolk

S. PAYNE DEC 1 2000

FILED
00 NOV 21 PM 4:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

00 NOV 27 AM 11:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
THE CRUISE COMPANY OF SARASOTA, INC.**

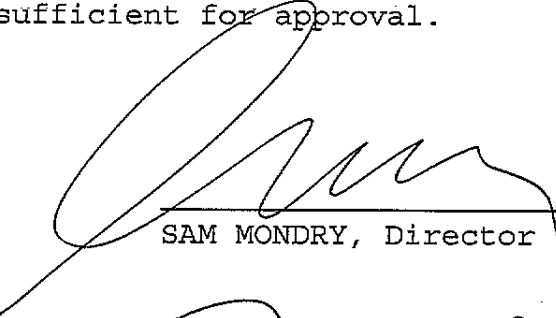
1. The following provisions of the Articles of Incorporation of THE CRUISE COMPANY OF SARASOTA, INC., a Florida corporation, filed in Tallahassee, on July 9, 1998, are amended in the following particulars:

Article I - NAME is amended to read as follows:

The name of this corporation is:

S&M ASSOCIATES OF SARASOTA, INC.

2. The foregoing amendment was unanimously adopted by the shareholders and directors of the corporation on November 9, 2000. The number of votes cast in favor of the amendment by the shareholders is sufficient for approval.



SAM MONDRY, Director

PATRICIA LEPORE, Director