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BASIC AMENDMENT

AMERICAN CLUB CRUISES, INC.

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Page Count	01
Estimated Charge	\$43.75

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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
AMERICAN CLUB CRUISES, INC.**

The undersigned, the sole Incorporator of American Club Cruises, Inc., a Florida corporation (the "Corporation"), hereby adopts the following amendment to the Corporation's Articles of Incorporation in accordance with the provisions of Sections 607.1005 and 607.1006 of the Florida Statutes:

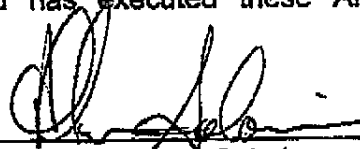
ARTICLE I of the Articles of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

"ARTICLE I - NAME

The name of this corporation is Hatteras Capital Group, Inc. (the "Corporation")."

This Amendment was adopted on December 8, 1998 by the sole Incorporator of the Corporation prior to the issuance of any stock in the Corporation pursuant to Section 607.1006, Florida Statutes; therefore, shareholder approval was not required as set forth in Section 607.1006, Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 8th day of December, 1998.



Allan Salovin, Sole Incorporator

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