

# P98000089266

Inland Reef Fisheries, Inc.  
1750 University Drive, Suite 126  
Coral Springs, FL 33071  
Tel. 954.255.9848 Fax 954.255.1658

January 2, 1999

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**RE: Articles of Amendment**

Gentlemen:

Enclosed herewith is an amendment to the Articles of Incorporation of the above-named corporation, document number P98000089266. The capitalization of the corporation has been changed to include a second class of stock.

We have enclosed our check in the amount of Thirty-five Dollars (\$35.00) to cover the cost of the filing fee for this matter.

Thank you in advance for your courtesy and for your prompt handling of this matter.

Very truly yours,

  
John G. Margolis, J.D.  
General Counsel & CFO

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-01/04/99--01052--012  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

FILED  
99 JAN -4 PM 4:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Ameand  
1-14-99

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
INLAND REEF FISHERIES, INC.**

**FILED**  
**99 JAN -4 PM 4: 32**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

*Pursuant to the provisions of section 607.1066, Florida Statutes, this Florida profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:*

**FIRST:** Amendment adopted: Article 7.2 - Capitalization is hereby changed as follows: The corporation may issue up to Ten Million (10,000,000) shares non-assessable, non-voting Class A Preferred stock each having a par value of \$0.001 per share.

**SECOND:** The date of this amendment's adoption is January 2, 1999.

**THIRD:** The amendment was adopted by the Board of Directors without shareholder action and shareholder action was not required.

Signed this 2<sup>nd</sup> day of January 1999.

Signature

  
John G. Margolis, Secretary/Treasurer /  
Director