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-PIESS INVENTER LIEV MER LIEV

November 8, 2000

State of Florida Division of Corporations P.O. Box 6327 Tallahassee, FL 32314 Atlantis Marine, Inc. 706 Fisherman's Wharf Ft Myers Beach, FL 33931 Ft. Myers - Key West Ferry 1(941)765-0808 office

1(941)765-0810 fax www.xp2kw.com web

Re: Articles of Amendment to Articles of Incorporation Form

Atlantis Marine, Inc., d.b.a. X-Press to Key West

Registration Number G99013900031

FEI N: 65-0877919

700003484957---3 -12/04/00--01104--025 *****43.75 *****43.75

To Whom It May Concern:

Please find enclosed our completed Articles of Amendment to Articles of Incorporation Form, along with check #4213 in the amount of \$43.75 to cover the \$35.00 filing fee and the \$8.75 charge for a certified copy of the amendment.

We wish to add to Amendment VII in our Articles of Incorporation, Bonnie Mohr, 706 Fisherman's Wharf, Fort Myers Beach, FL 33931, as Vice President. I will remain as President.

If your have any questions, or need further information, please do not hesitate to contact us. Thank you for your assistance.

Sincerely.

Gary B. Mohr President -----

Enclosure (2)

Amend

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ARTICLES OF AMENDMENT ARTICLES OF INCORPORATION OF



Atlantis Marine, mc. (present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article VII to be amended.

Bonnie Mohr, 706 Fisherman's Wharf, Fort Myers Beach, Florida 33931 is to be added as Vice President. Gary Mohr, at same address will remain as President.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

Not applicable.

THIRD:	The date of each amendment's adoption: November 8, 2000
FOURTH	: Adoption of Amendment(s) (CHECK ONE)
	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were sufficient for approval by
Ø	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
Signature	Signed this 8 th day of November 2000. (By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	Typed or printed name
	Typed or printed name
	President/Director
	Title