

To: Fl Dept. of State
Subject: 000650.47079

From: Tracy Spear

Friday, January 20, 2006 3:13 PM Page: 1 of 3

P9900008971

Florida Department of State
Division of Corporations
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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
OCEANBOY FARMS, INC.**

FILED
H06000017630-3
JAN 20 AM 8:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, Peter D. Bond, CEO of OCEANBOY FARMS, INC., a Florida corporation (the "Company"), whose principal office address is 2954 Airglades Boulevard, Clewiston, Florida 33440, organized and existing under and by virtue of the Florida Business Corporation Act, does hereby certify that:

1. The name of the Corporation is OCEANBOY FARMS, INC., document number P99000008971.
2. Article III of the Company's Articles of Incorporation is hereby amended in its entirety and replaced with the following:

ARTICLE III

The maximum number of shares of stock which the Company is authorized to issue or to have outstanding at any time shall be 100,000,000 shares, of which 75,000,000 shares shall be Common stock, \$0.01 par value per share and of which 25,000,000 shares shall be Preferred stock, of no par value per share. Upon conversion of Preferred shares to Common shares, the net number of authorized shares shall not exceed 75 million.

The holders of common stock shall have one vote for each share of such stock held.

The holders of record of the preferred stock shall be entitled to dividends when, as and if declared by the Board of Directors at the time, in the manner and at the rate per share determined by the Board of Directors in the resolution authorizing each series of preferred stock. Dividends payable on the preferred stock must be paid or set apart for payment before any dividends may be declared and paid on the common stock with respect to the same time period.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Company, the holders of record of the outstanding preferred stock shall be entitled to the amount payable upon their shares as determined by the Board of Directors in the resolution authorizing each series of preferred stock. After payment to the holders of the preferred stock of the amount payable to them as above set forth, the remaining assets of the Company shall be payable to, and distributed ratably among, the holders of record of the common stock.

The common stock may also be subject to other rights and preferences that the Board of Directors may give to any series of the preferred stock.

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The Board of Directors is hereby expressly authorized to issue the preferred stock of the Company in one or more series as it may determine by resolution from time to time. In the resolution establishing a series, the Board of Directors shall give to the series a distinctive designation so as to distinguish it from all other series and classes of stock shall determine the number of shares in such series and shall fix the preferences, limitations and relative rights thereof. All of the shares of any one series shall be alike in every particular. Except to the extent otherwise provided in the description of each series, all of the shares of all series of preferred stock shall be alike in every particular.

All stock of the Company, whether common stock or preferred stock, shall be issued only upon the receipt of the full consideration fixed for the issuance of such stock. Such stock, once issued, shall be fully paid and nonassessable.

No holder of shares of any class of the Company's common stock shall have (1) any preemptive right to subscribe for or acquire additional shares of the Company of the same or any other class, whether such shares shall be hereby or hereafter authorized, or (2) any right to acquire any shares which may be held in the treasury of the Company. All such additional or treasury shares may be issued or reissued for such consideration, at such time, and to such persons as the Board of Directors may from time to time determine."

3. In accordance with Section 607.0123(1)(a) of the Florida Statutes, this amendment shall be effective upon its filing with the Florida Department of State.

4. The foregoing Amendments were adopted on December 21, 2005, by a written consent of the majority of the shareholders. The number of votes cast by the shareholders for the amendment was sufficient for approval by the shareholders.

5. Except as modified hereby, the Articles of Incorporation of the Corporation shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on the 16th day of Jan., 2006.

OCEANBOY FARMS, INC.

By: Peter D. Bond
Peter D. Bond, CEO

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