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November 9, 2001

Secretary of State
Division of Corporations
Amendments Section
409 East Gaines Street
Tallahassee, Florida 32301

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-11/14/01--01011--006

*****35.00 *****35.00

RE: Ship Shape Enterprises, Inc.

Dear Sir or Madam:

With reference to the above corporation, I have enclosed two original Articles of Amendment. I have also enclosed my check in the amount of \$35.00 for the filing fee. Please file and return a filed copy to me.

Should you have any questions in this regard please do not hesitate to contact me.

Very truly yours,



Jeffrey S. Gerow

Enclosure:

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01 NOV 13 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Amend

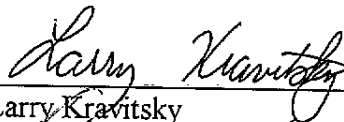
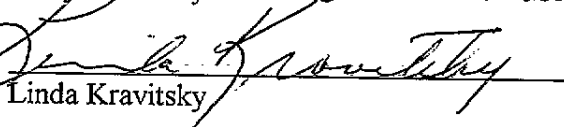
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDMENT TO ARTICLES OF INCORPORATION OF SHIP SHAPE
ENTERPRISES, INC.**

By this Amendment to the Articles of Incorporation, the undersigned being a majority of the directors and shareholders of Ship Shape Enterprises, Inc., a Florida corporation, and pursuant to a vote of the majority of the shareholders at a duly noticed meeting at which a quorum was present hereby amends the Articles of Incorporation as follows:


1. Amend Article VI to change the name of the directors to Larry Kravitsky and Linda Kravitsky.
2. Adoption. This Amendment was adopted by the consent of a majority of the directors and shareholders entitled to vote on November 1, 2001.

DATED this 1st day of November, 2001.


Larry Kravitsky President

Linda Kravitsky

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 1st day of November, 2001 by LARRY KRAVITSKY and LINDA KRAVITSKY who is personally known to me ~~or who has produced his/her~~ _____ as identification and who did not take an oath.


Printed Name: Jeffrey S. Gerow
NOTARY PUBLIC
MY COMMISSION EXPIRES:



Jeffrey S. Gerow
Commission # CC 819051
Expires Apr. 10, 2003
Bonded Thru
Atlantic Bonding Co., Inc.