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AUTHORIZATION :

COST LIMIT : \$ 43.75

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2001 JUN 11 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : June 11, 2001

ORDER TIME : 1:46 PM

ORDER NO. : 180538-005

CUSTOMER NO: 9955A

CUSTOMER: Ms. Karolyn Sheekey
Chiumento & Associates, P.a.
Suite B
4 Old Kings Road North
Palm Coast, FL 32137

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SUFFICIENCY OF FILING

DOMESTIC AMENDMENT FILING

6000004397496--7

NAME: PALM COAST BLUE WATER
INTERNATIONAL CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

G. COULLETTE JUN 11 2001

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER'S INITIALS: _____

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LAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
OF
PALM COAST BLUE WATER INTERNATIONAL CORPORATION**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment of its Articles of Incorporation:

Article II of the Articles of Incorporation of Palm Coast Blue Water International Corporation, is hereby amended to read as follows:

Business of the Corporation:

The general nature of the business to be transacted by this corporation is to operate a real estate development business; and to engage in every and any aspect and phase of any and every lawful business, including, but not limited to, the following activities:

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

To loan money, to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payments of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and whole owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

The foregoing amendment was adopted by the shareholders of this corporation under Sections 607.0704 and 607.1003(6), Florida Statutes, by written action on the 8th day of June, 2001.

The corporation has fewer than thirty-five (35) shareholders and all owners of stock signed the written action adopting this Amendment to the Articles of Incorporation.

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There are no separate voting groups and no other voting group is entitled to vote separately.
The number of votes cast were sufficient for approval.

The aforementioned amendment to the Articles of Incorporation of Palm Coast Blue Water International Corporation, shall become effective upon the date of the execution of these Articles of Amendment as set forth hereinafter below.

IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation have executed these Articles of Amendment this 8 day of June, 2001.

PALM COAST BLUE WATER
INTERNATIONAL CORPORATION

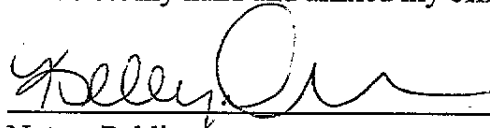
By: 
VALERIE KAAAN, President


WILLIAM HARKINS, Secretary

STATE OF FLORIDA
COUNTY OF FLAGLER

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County aforesaid, personally appeared VALERIE KAAAN, as President of PALM COAST BLUE WATER INTERNATIONAL CORPORATION, known to me and known by me to be the person described in and who executed the foregoing instrument and she acknowledged before me that she executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 8 day of June, 2001.


Notary Public

My Commission Expires:

STATE OF FLORIDA
COUNTY OF FLAGLER

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County aforesaid, personally appeared WILLIAM HARKINS, as Secretary of PALM COAST BLUE WATER INTERNATIONAL CORPORATION, known to me and known by me to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 8 day of June, 2001.

Karolyn N. Sheekey
Notary Public

My Commission Expires:

