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Division of Corporations

KEVIN HELMICH, ESQ.

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**BASIC AMENDMENT
UNREEL CHARTERS, INC.**

Certificate of Status	0
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NC
DRG 6/23

June 22, 1999

UNREEL CHARTERS, INC.
305 STAHLMAN AVENUE
DESTIN, FL 32541

SUBJECT: UNREEL CHARTERS, INC.
REF: P99000045498

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H99000015080
Letter Number: 899A00033226

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

Unreel Charters, Inc.

(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)

999000045498 -

Article I name change from Unreel Charters, Inc.
name to Un Reel Charters, Inc.

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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:

THIRD: The date of each amendment's adoption: June 21, 1999

FOURTH: Adoption of Amendment(s) (CHECK ONE)

Kevin M. Helmich, Esq. (Fl. Bar No.: 0986402)
P.O. Box 5499
Tallahassee, FL 32340
(850) 837-5118

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- 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 _____ voting group."
- 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.

Signed this 21 day of June, 19 99

Signature

[Handwritten Signature]
(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)

Kevin M. Helmich, Esq.
Typed or printed name

Incorporator/Attorney
Title

Kevin M. Helmich, Esq. (FL Bar. no: 0986402)
P.O. Box 5499
Destin, FL 32540
850) 837-5118

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