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P99000068928

July 23, 2001

Florida Secretary of State
Division of Corporations
Amendment Filing Section
P.O. Box 6327
Tallahassee, FL 32314

Re: CAPT. DURAN'S SEAFOOD GALLEY, INC.
Corporation No.: P99000068928
Articles of Amendment
Our File: LEONARD.005

400004495344--2
-07/25/01--01044--010
*****43.75 *****43.75

Dear Clerk:

Enclosed for filing are Articles of Amendment respecting the above corporation, together with this firm's check in the sum of \$43.75 (respecting \$35.00 for the filing fee and \$8.75 for certification). Please the certified Articles of Amendment to the undersigned in the enclosed envelope.

Should you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,



Mark D. Breakstone

FILED
JUL 25 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P99000068928
288 # cert copy on
Amend 7-25-01


**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
CAPT. DURAN'S SEAFOOD GALLEY, INC.**

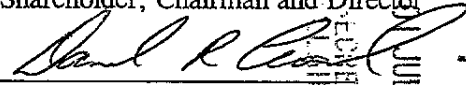
Pursuant to Florida Statutes Sections 607.1003, 607.1006, 607.0601 and 607.0602, a resolution amending the Articles of Incorporation of CAPT. DURAN'S SEAFOOD GALLEY, INC. was duly adopted by the unanimous consent of the shareholders and directors of the corporation at a special meeting therefor duly held on May 31, 2001, to provide for the increase in the number of outstanding shares of capital stock and such resolution provides that Article III - Capital Stock of the Articles of Incorporation shall be amended in its entirety to read as follows:

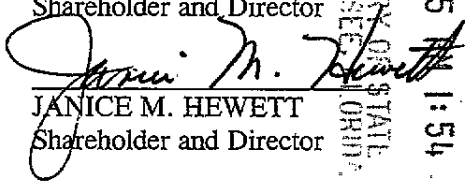
**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 300,000 shares of common stock with a par value of \$1.00 per share.

Executed at Tarpon Springs, Pinellas County, Florida, this 31st day of May, 2001.


ELROY M. LEONARD
Shareholder, Chairman and Director


DANIEL R. LEONARD
Shareholder and Director


JANICE M. HEWETT
Shareholder and Director

CLERK OF STATE
JUL 25 11:54
TALLAHASSEE, FLORIDA

FILED