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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. BLUE OCEANS INTERNATIONAL INC. (Corporation Name) (Document #)
2. (Corporation Name) (Document #) Amend
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

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NEW FILINGS	
	Profit
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	Domestication
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AMENDMENTS	
X	Amendment
	Resignation of R.A., Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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-12/03/99--01077--011
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Examiner's Initials ADR

CR2E031(9/92)

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATI N

OF

BLUE OCEANS INTERNATIONAL INC.

P99000074075

(present name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this 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)*

ARTICLE VII - DIRECTORS

Roberto Settineri, President
100 N. Biscaine Blvd.
Suite 903
Miami, FL 33132

Roberto Russo, Vice-President
100 N. Biscayne Blvd,
Suite 903
Miami, FL 33132

Angelo Pizzuto, Director
1001 Brickell Bay Drive
Suite 1508
Miami, FL 33131

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: 12/1/1999.

FOURTH: Adoption of Amendment(s) (check one)

[X] 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/we[illegible]opted by the board of directors without shareholder action and sha[illegible]lder action was not required.

[ ] The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 1st day of December, 19 99.

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)

ROBERTO SETTINERI
Typed or printed name

PRESIDENT
Title