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October 11, 1999

P99000081885

**FEDERAL EXPRESS**

Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

FILED  
99 OCT 12 PM 1:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Filing of Articles of Amendment and Restatement  
FREEDOM SHIP INTERNATIONAL, INC.

Dear Sir or Madame:

Enclosed please find the original and a copy of the Articles of Amendment Restatement for the above-referenced corporation, and a check in the total amount of the following:

Articles Filing Fee \$35.00

500003012435--3  
-10/12/99-01031-003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Please file the original and return evidence of filing to me.

Thank you for your promptness. If you have any questions or comments in this regard, please do not hesitate to contact me.

Yours truly,

*Donald J. Harrell/mym*  
Donald J. Harrell  
For the Firm

DJH:mym  
Encs.

*Amended & Restated Art.*

V. SHEPARD OCT 22 1999

1776 Ringling Boulevard - Sarasota, Florida 34236  
Telephone (941) 366-3700 - Facsimile (941) 366-0189  
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FREEDOMSHIP INTERNATIONAL, INC.  
ARTICLES OF AMENDMENT AND RESTATEMENT

Pursuant to the Florida Business Corporation Act, the above corporation hereby adopts the following articles of amendment and restatement of its articles of incorporation:

1. Name. The name of the corporation is FREEDOM SHIP INTERNATIONAL, INC.
2. Amendment and Restatement Text. The amendment and restatement provides as follows:

RESOLVED, that the articles of incorporation be and hereby are amended and restated in their entirety to read as follows:

ARTICLES OF INCORPORATION  
OF  
FREEDOM SHIP INTERNATIONAL, INC.

THESE ARTICLES OF INCORPORATION are hereby adopted by this corporation for pecuniary profit under the Florida Business Corporation Act.

ARTICLE I  
NAME AND LOCATION OF AGENT AND OFFICES

- 1.1 Name. The name of the corporation shall be FREEDOM SHIP INTERNATIONAL, INC.
- 1.2 Principal Office and Mailing Address. The corporation's current principal office is 409 ST. ARMAND'S CIRCLE, SARASOTA, FLORIDA 34236, and the current mailing address of the corporation is P.O. BOX 5020, SARASOTA, FLORIDA 34277. The corporation may change the foregoing addresses, transact business at other places within or without the State of Florida and establish branch offices within or without the State of Florida, all as the board of directors may from time to time determine.

1.3 Registered Agent and Office. The current registered agent for the corporation to accept service of process within the State of Florida is be DONALD J. HARRELL. The current registered office street address of the registered agent is 1776 RINGLING BLVD., SARASOTA, FLORIDA 34236.

ARTICLE II  
COMMENCEMENT AND DURATION

- 2.1 Commencement of Corporate Existence. The corporation's existence commenced at 12:01 A.M. on September 8, 1999.
- 2.2 Duration. The corporation shall have perpetual existence, or until dissolved according to law.

ARTICLE III  
PURPOSE AND POWERS

3.1 Purpose. The general purpose for which the corporation is organized shall be to engage in and to transact any and all lawful business for which a corporation may be incorporated under the laws of Florida, and to do everything necessary or convenient for the accomplishment of said purpose, and to do all other things incidental thereto or connected therewith that are not prohibited by law, and to carry out said purpose in any state, territory, district or possession of the United States or in any foreign country, to the extent not prohibited by law therein.

3.2 Powers. The corporation shall have and exercise all of the corporate powers enumerated in or otherwise permitted under the Florida Business Corporation Act.

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**ARTICLE IV**  
**AUTHORIZED SHARES**

4.1 **Class, Number, Par and Description.** The shares of stock authorized hereunder shall be divided into three (3) classes, which classes shall be (a) Class A common stock, (b) Class B common stock, and (c) preferred stock. The classes are described as follows:

(a) **Class A Common Stock.** The aggregate number of shares of Class A common stock which the corporation shall be authorized to issue and have outstanding at any one time shall be limited to one billion five hundred million (1,500,000,000) shares, each having a one-hundredth of one cent (\$.0001) par value. These shares shall have unlimited voting rights on all corporate matters, and each share shall be entitled to one (1) vote on all corporate matters. Except as otherwise provided herein or pursuant to this instrument, these Class A common shares along with the Class B common shares are entitled on a prorata basis to receive the net assets of the corporation upon dissolution, after giving effect to any liquidation preference provided hereinafter. No other preferences, limitations or relative rights, other than those provided by law, shall exist in respect of any of these shares or any of the holders thereof.

(b) **Class B Common Stock.** The aggregate number of shares of Class B common stock which the corporation shall be authorized to issue and have outstanding at any one time shall be limited to one million five hundred thousand (1,500,000) shares, each having a one-hundredth of one cent (\$.0001) par value. These shares shall have unlimited voting rights on all corporate matters, and each share shall be entitled to one thousand (1,000) votes on all corporate matters, and a majority of the votes of this class of stock shall be required to approve the issuance of preferred stock. Except as otherwise provided herein or pursuant to this instrument, these Class B common shares along with the Class A common shares are entitled to receive the net assets of the corporation upon dissolution, after giving effect to any liquidation preference provided hereinafter. No other preferences, limitations or relative rights, other than those provided by law, shall exist in respect of any of these shares or any of the holders thereof.

(c) **Preferred Stock.** The aggregate number of shares of preferred stock which the corporation shall be authorized to issue and have outstanding at any one time shall be limited to two hundred million (200,000,000) shares, each having a one-hundredth of one cent (\$.0001) par value. The designations, series, preferences, limitations, and relative rights in respect of these shares shall be determined by the board of directors with the affirmative vote of at least a majority of the votes of Class B common stock, without other shareholder action, prior to issuance of any such shares. If required by applicable law, such determination shall be set forth in articles of amendment duly adopted by the board of directors without shareholder action, and filed with the appropriate Florida agency or authority prior to issuance of any such shares.

(d) **Certificate Legend.** Each certificate representing common and preferred shares issued shall contain an appropriate statement or legend relating to each class of shares authorized to be issued.

(e) **No Preemptive Rights.** Except as otherwise specifically provided pursuant hereto with respect to preferred stock, the shareholders of the common and preferred stock shall have no preemptive rights granted herein to acquire unissued or treasury shares of the corporation or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

4.2 **Warrants.** The corporation is authorized to issue Class A common stock purchase warrants. The number of warrants shall not exceed two hundred million (200,000,000). The price, terms and conditions of such warrants shall be determined upon issuance by the board of directors. Notwithstanding any contrary provision contained in this instrument, the directors are authorized to make such amendments to this instrument without the need for shareholder approval as may from time to time be necessary to properly issue the warrants.

**4.3 Consideration.** The consideration for the issuance of said shares, or any part thereof, shall be money current of the United States of America, or property or services of value at least equivalent to the stock issued as fixed and determined by the board of directors of said corporation. Whenever any share or shares of stock are issued in consideration of payment to be made in property or in services, the fair and just value of the property to be transferred or the services performed as a consideration for the issuance of said stock shall be affixed by the board of directors of the corporation. Any and all shares of stock of the corporation which shall be issued for the consideration, or for not less than the consideration in cash, property, or services, shall be fully paid and non-assessable.

**4.4 Plurality Voting.** Except as otherwise specifically provided pursuant hereto for preferred shares, shareholder voting of all voting shares shall be on a plurality basis, and shareholders shall not be entitled to vote shares cumulatively in elections for the board of directors.

#### ARTICLE V GENERAL

**5.1 Amendment.** Except as otherwise specifically provided herein, the articles of incorporation may be amended from time to time only by action of the board of directors and the shareholders in accordance with applicable law.

**5.2 Organizational Meeting.** After the corporate existence begins, an organizational meeting of any initial directors and/or incorporators, as the case may be, shall be held, at the call of a majority, to elect directors if needed, appoint officers, adopt bylaws, and transact other necessary business. The person(s) calling the meeting shall give three (3) days' advance written notice of the time and place of the meeting to each person called.

**5.3 Incorporator(s).** The name and address of each incorporator was: DONALD J. HARRELL, ESQ. - 1776 RINGLING BLVD., SARASOTA, FLORIDA 34236.

**3. Date Adopted.** The above amendment and restatement was adopted on the date hereof.

**4. Method of Adoption.** The above amendment and restatement contains an amendment to the articles requiring shareholder approval. The amendment and restatement was duly adopted by the shareholders. The common stock shareholders is the only voting group of shareholders entitled to vote separately on the amendment, and the number of votes cast for the amendment by each voting group was sufficient for approval by that voting group. Written consent of shareholders to this action was given in accordance with Section 607.0704 of the Florida Business Corporation Act.

**5. Effective Time and Date.** This instrument shall become effective at 12:01 A.M. on the date of the filing hereof by the Department of State.

IN WITNESS WHEREOF, the undersigned executed this instrument on October 11, 19 99.

FREEDOMSHIP INTERNATIONAL, INC.

By

Norman L. Nixon  
Norman L. Nixon, President