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2002 MAR 20 PM 2:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DATE: 03-20-02.

NAME: FREEDOM SHIP INTERNATIONAL, INC.

TYPE OF FILING: ARTICLES OF SECOND AMENDMENT

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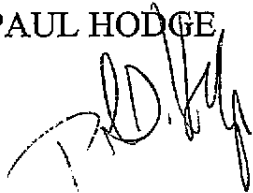
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C. Coulllette MAR 20 2002

AUTHORIZATION: ABBIE/PAUL HODGE



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DIVISION OF CORPORATION

**FREEDOM SHIP INTERNATIONAL, INC.**

**ARTICLES OF SECOND AMENDMENT AND RESTATEMENT**

Pursuant to the Florida Business corporation act (Florida statutes section 607.0101 et seq.), the above corporation hereby adopts the following articles of amendment and restatement of its articles of incorporation:

1. The name of the corporation is Freedom Ship International, Inc.
2. The amendment and restatement provides as follows:  
Resolved, that the articles of incorporation be and nearby are amended and restated their entirety to read as follows:

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**ARTICLES OF INCORPORATION  
OF  
FREEDOM SHIP INTERNATIONAL, INC.**

THESE ARTICLES OF INCORPORATION are hereby adopted by this corporation organized for profit under the Florida business corporation act.

**ARTICLE 1**

**NAME AND LOCATION OF AGENT AND OFFICE**

- 1.1 The name of the corporation shall be **FREEDOM SHIP INTERNATIONAL, INC.**
- 1.2 The corporation's current principle office is **1802 E. BUSH BLVD., TAMPA, FLORIDA, 33612**, and the current mailing address of the corporation is **P.O. BOX 5020, SARASOTA, FLORIDA, 34239**. The corporation may change the foregoing addresses, transact business at another place 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 The current registered agent for the corporation to accept service of process within the State of Florida is **Norman L. Nixon**. The current registered office street address of the registered agent is **1802 E. BUSH BLVD., TAMPA, FLORIDA, 33612**.

**ARTICLE 2**

**COMMENCEMENT AND DURATION**

- 2.1 The corporation's existence commenced at 12:01 AM on September 8, 1999.
- 2.2 The corporation shall have perpetual existence, or until dissolved according to law.

## **ARTICLE 3**

### **PURPOSE AND POWERS**

3.1 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 The corporation shall have and shall exercise all of the corporate powers enumerated in or otherwise permitted under the Florida business corporations act.

## **ARTICLE 4**

### **AUTHORIZED SHARES**

4.1 Class, Number, Par and Description. The shares of stock authorized hereunder shall be divided in two (2) classes, which shall be (a) Class A common stock and (b) Class B common 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 three hundred million (300,000,000) shares, each having zero 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. Pursuant to Section 607.0723 of the Florida Business Corporation Act. (Florida Statutes Section 607.0101 *et seq.*), the owners of these Class A Common Shares collectively shall be the beneficial owners of the following attributes of the Class B Common Stock provided herein: (a) all dividends and (b) all distributions of the corporation's assets in the event of the corporation's dissolution or liquidation. Except as otherwise provided herein or pursuant to this instrument, these Class A common shares are entitled on a pro rata basis to receive all the net assets of the corporation upon dissolution or liquidation. 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 (1,000,000) shares, each having a zero par value. These shares shall have unlimited voting rights on all corporate matters, and each share shall be entitled to two hundred (200) votes on all corporate matters. Pursuant to Section 607.0723 of the Florida Business

Corporation Act. (Florida Statutes Section 607.0101 *et seq.*) owners of the Class B Common stock shall hold the following attributes on a pro rata basis according to the respective proportions of the Class A Common Stock held: (a) all dividends and (b) all distributions of the corporation's assets in the event of the corporation's dissolution or liquidation. Pursuant to Section 607.0627 of the Florida Business Corporation Act. (Florida Statutes Section 607.0101 *et seq.*), the following restrictions shall apply to the transfer of the Class B Common stock:

(a) These shares shall be issued only to Norman L. Nixon as originally-issued.

(b) The share certificates for all shares of Class B Common Stock shall be imprinted with a special legend stating substantially as follows: "Shares represented by this share certificate are restricted as to any transfer or other alienation by the owner of such shares."

(c) These shares shall not be sold or traded. These shares shall have no financial value. All attributes of Class B Common Stock shall become null, and void, and of no legal effect whatsoever after the Freedom Ship has completed its first full revolution around the world.

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

(D) No Preemptive Rights. Except as otherwise specifically provided pursuant hereto, the shareholders of the common stock shall have no preemptive rights granted herein to acquire un-issued or treasury shares of the corporation or securities of the corporation convertible into or carrying a right to subscribe to the corporation's shares or to acquire such shares.

4.2 Warrants. The corporation is authorized to issue warrants for the purchase of Class A Common Stock. 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 service of value at least equivalent to the value of 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, shareholder voting of all voting 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 BL VD., SARASOTA, FLORIDA 34236.

3. Provisions for implementing change of issued shares. After the effective date of this instrument, the corporate secretary of this corporation shall notify the shareholders of presently-issued and outstanding shares of this corporation's stock about the provisions of this instrument and the corporate secretary of this corporation shall request that all share certificates for such shares be surrendered for purposes of issuing new share certificates conforming to this instrument's provisions. After the effective date of this instrument, shares of Class A Common Stock issued before such effective date shall be issued as Class A Common Stock described in this instrument and shall be issued to the owner or owners then indicated as Class A Common Stock described in this instrument which is one-fifth (1/5) the number of shares indicated on the share certificate for shares of Class A Common Stock issued before such effective date. After the effective date of this instrument, shares of Class B Common Stock issued before such effective date shall be issued as Class B Common Stock described in this instrument and shall be issued to the owner or owners then indicated as Class B Common Stock described in this instrument which is two-thirds (2/3) the number of shares indicated on the share certificate for shares of Class B Common Stock issued before such effective date.

4. Date Adopted. The above amendment and restatement was adopted on

March 19, 2002

5. Method of Adoption. The above amendment and restatement contains one or more amendments to the articles requiring shareholder approval. The amendment and

restatement was duly adopted by the shareholders. The only voting group of shareholders entitled to vote separately on the amendment is the common stock shareholders, 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 (Florida Statutes Section 607.0101 et seq. ).

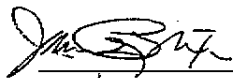
6. Effective Time and date. This instrument shall become effective at 12:01 A.M. on the date of the filing hereof by the Department of State, State of Florida.

IN WITNESS WHEREOF, the undersigned executed this instrument on

March 19, 2002.

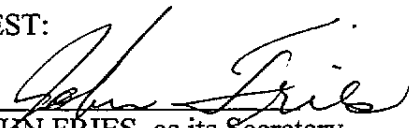
FREEDOM SHIP INTERNATIONAL,  
INC, a Florida corporation

WITNESSES:

  
Katrina Peirce

By:   
NORMAN L. NIXON, AS ITS PRESIDENT

ATTEST:

By:   
JOHN FRIES, as its Secretary

(CORPORATE SEAL)

ACKNOWLEDGMENT ON BEHALF OF FREEDOM SHIP INTERNATIONAL,  
INC.,

STATE OF FLORIDA

COUNTY OF Sarasota

I hereby certify that on this 19 day of  
March, 2002, before me personally appeared

NORMAN L. NIXON and JOHN FRIES

respectively President and Corporate Secretary of FREEDOM SHIP  
INTERNATIONAL, INC., a corporation under the laws of the State of Florida, to  
me known to be the persons described in and who executed the foregoing  
document and severally acknowledged the execution thereof to be their free act and  
deed as such officers, for the uses and purposes therein mentioned; and that they  
affixed thereto the official seal of said corporation, and the said instrument is the  
act and deed of said corporation. I do hereby state that such individuals did/~~did not~~  
take an oath, Further, I do hereby state that such individual(s) is/are known to me  
personally or, alternatively, (he/she/they) produced the following identification(s)  
respectively):

Witness my signature and official seal  
at 5948 Clark Center Ave in the County of  
Sarasota, and State of Florida the day and year last aforesaid.

(NOTARIES SEAL)

Linda H. Reed

LINDA H. REED

(Typed or printed name)

Notary Public in and for State of Florida at Large

My commission expires



Notary Public, State of Florida  
LINDA G. REED  
Commission # CC 806600  
Comm. Expires Feb. 21, 2003