da Department of State Division of Corporations

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To:

Division of Corporations

Fax Number : (850) 922-4000

From:

Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number : 072450003255 : (305)541-3694 Fax Number

: (305)541-3770

BASIC AMENDMENT

FANTASY YACHTS INTERNATIONAL, INC.

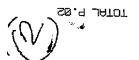
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ARTICLES OF AMENDEMENT TO ARTICLES OF INCORPORATION OF

Fantasy Yachts International, Inc.

Pursuant to the provision of section 607-1006, Florida Statues, this Florida profit corporation adopts the following article of amendment to its articles of incorporation:

FIRST:

Amendment adopted:

Article VI, Officers & Directors, is being amended to delete and add officers / directors:

DELETE THE FOLLOWING:

Frank Chivette, President and Secretary

Joseph Petrillo, Vice President and Treasurer

ADD THE FOLLOWING:

Robert Epstein, President, Secretary & Treasurer

SECOND:

The date of the adoption is:

March 6, 2000

THIRD:

Adoption of Amendement

The amendment was approved by the shareholders.

Signed this 6th day of March, 2000.

nature: Tobut Cotton

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SECRETAL OF STAT

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EMPIRE CORP

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