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From: Account Name : FAS-T CORP. AGENTS, INC.
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BASIC AMENDMENT
MILLENNIUM CRUISE LINES, INC.

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Amendment

08-25-00

DC

**FLORIDA DEPARTMENT OF STATE****Katherine Harris**
Secretary of State**August 16, 2000****MILLENNIUM CRUISE LINES, INC.**
2800 BISCAYNE BLVD.
MIAMI, FL 33137**SUBJECT: MILLENNIUM CRUISE LINES, INC.**
REF: P99000101391

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist**FAX Aud. #: H00000043071**
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ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF

MILLENNIUM CRUISE LINES, INC.
(Charter# P99000101391)

Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

AMENDMENT TO ARTICLE I

1- The name of the corporation is MILLENNIUM CRUISE LINES, INC.
2- The following amendment to the Articles of Incorporation was adopted by all the shareholders of the corporation on June 15th 2000, in the manner prescribed by the Florida General Corporation Act:

The name of the corporation shall henceforth be:

MILLENNIUM CRUISE LINES, INC.

AMENDMENT ADOPTED TO ARTICLE IV:

This corporation shall have a minimum of three (3) directors. The number of directors may be increased from time to time by amendment, or in the manner provided in the Articles of Incorporation or by-laws. The names and addresses of the board of directors are:

NAME	ADDRESS
Carina Ocampo President, Sec, Treas	10980 NW 58 th Terr Miami, FL 33178
Daniel Nelson Director	621 Park Plaza Dr Lacrosse, WI 54601
James A Reider Director	621 Park Plaza Dr. Lacrosse, WI 54601
Carlos A Ocampo Director	10980 NW 58 th Terr Miami, FL 33178
Tulio A Ocampo Director	10980 NW 58 th Terr Miami, FL 33178

THE DATE OF THE ADOPTION OF THIS AMENDMENT IS: June 15th 2000

THE AMENDMENT WAS APPROVED BY THE SHAREHOLDERS. THE NUMBER OF VOTES CAST FOR THE AMENDMENT WAS SUFFICIENT FOR APPROVAL.

Signed this 8-22- 2000

MILLENNIUM CRUISE LINES, INC.

By Carina Ocampo
Carina Ocampo
President

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