TO: Amendment Section

Division of Corporations

JEDRETARY OF STATE TALLAHASSEE, FLORIDA

SUBJECT: -B & S Bait and Tackle, Inc.							
(Name of corporation)							
DOCUMENT NUMBER: S99436							
Amendment to Articles of Incorporation The enclosed Statement of Change of Registered Office Articles are submitted for filing.							
Please return all correspondence concerning this matter to the following:							
David Keen (Name of person)							
(Ivaline ox person)							
David Keen & Company							
(Name of firm/company)							
3301 N Country Club Drive, Ste 510 (Address)							
Aventura, FL 33180							
(City/state and zip code) 80007657378——3 -09/06/02—01067—002 For further information concerning this matter, please call: *****70.00 ******35.00							
David Keen at (305) 937-7087 (Name of person) (Area code & daytime telephone number)							

Enclosed is a \$35.00 check made payable to the Department of State.

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address: Amendment Section Division of Corporations 409 E. Gaines Street Tallahassee, FL 32399

CR2E045(07/02)

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FILED

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

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TALLAHASSEE.FLORIDA

B. 8	S. Bait and	Tackle,	Inc.			
	/					
(present name)						
S99436						
(Document Number of Corporation (If known)						

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit 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 25(added) is a new article added to provide for the transfer of all issued and outstanding Capital Stock of B & S Bait and Tackle, Inc from Martha Pryor to Maureen Moore.

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:

Martha Pryor do hereby transfers all issue/and outstanding Capital Stock of one thousand shares (1,000) of B & S Bait and Tackle, Inc. to Maureen Moore and elects Maureen Moore as the successor officer and director (President and Chairperson) of B & S Bait and Tackle, Inc. as of July 29, 2002.

THIRD:	The date of each amendment's adoption:_	July 2	29,	2002				
FOURTH	4: Adoption of Amendment(s) (CHECK ON	E)						
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							
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.							
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.							
Signed this 29th day of July , 2002.								
Signature M Much a Duy (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)								
Martha Pryor								
(Typed or printed name)								
President and Director (Title)								