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Florida Department of State
Division of Corporations
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SHEPROON, INC.

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EXAMINER

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March 17, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

SHEPROON, INC.
555 WILSON AVENUE
TORONTO, ONTARIO M35 5Y6, XX XXXXX-XXXXX

SUBJECT: SHEPROON, INC.
REF: F05000007094

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

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date not more than 90 days prior to delivery of the application to the Department of State by the Secretary of State or other official having custody of the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

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) 245-6903.

Cheryl Coulliette
Regulatory Specialist II

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.O. BOX 6327 - Tallahassee, Florida 32314

(((H09000049447 3)))

**PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)**

**SECTION I
(1-3 MUST BE COMPLETED)**

F05000007094

(Document number of corporation (if known))

1. Sheproon, Inc.

(Name of corporation as it appears on the records of the Department of State)

2. Delaware

(Incorporated under laws of)

3. 12/06/2005

(Date authorized to do business in Florida)

**SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 02/17/2009

5. CRUISETUBE LIMITED, a Delaware Corporation

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

[Signature]
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

David E. Marko

(Typed or printed name of person signing)

[Signature]
(Title of person signing)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 MAR 17 PM 2:48

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State of Delaware
Secretary of State
Division of Corporations
Delivered 02:32 PM 02/17/2009
FILED 02:32 PM 02/17/2009
SRV 090148752 - 3989025 FILE

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION**

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: That at a meeting of the Board of Directors of Sheproon, Inc.

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "First" so that, as amended, said Article shall be and read as follows:

The name of this corporation shall be: CruiseTube Limited.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 17 day of February, 2009.

By: [Signature]
Authorized Officer
Title: POA for President

Name: David Marko for Peter Rooney
Print or Type

SHEPROON, INC.
555 WILSON AVENUE
TORONTO, ONTARIO M3S 5Y6

I, Peter Rooney, as President of Sheproon, Inc. do hereby make and grant this specific power of attorney to David Everett Marko, of Miami-Dade County, Florida and appoint and constitute said individual as attorney-in-fact.

David Everett Marko, shall have full power of attorney and authority to undertake, commit and perform those acts identified to the same extent as if I had done so personally, all with full power of substitution and revocation as follows:

~~Full authority to communicate on my behalf and execute all documents necessary in David Everett Marko's sole judgment in connection with Sheproon, Inc.~~

2. This power of attorney expires on December 31, 2010, or earlier if terminated by me in writing.

Signed and sealed this 25th day of February, 2008


Peter Rooney