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Post Office Box 430
Panama City, Florida 32402-0430

July 13, 1999

FILED
99 JUL 14 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Attn: Amendments Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****35.00 *****35.00

Charles S. Isler, III
Julie Ann Sombathy

Re: Panama Marine & Motor Parts, Inc.

Dear Sir or Madam:

Enclosed herewith you will find the original and one copy of the Articles of Amendment to the Articles of Incorporation of Panama Marine & Motor Parts, Inc. as well as a check in the sum of \$35.00 to cover your fee. After filing has been completed, please forward the certified copy of the Articles of Amendment to me at the above post office box.

If you have any questions, do not hesitate to contact me.

Sincerely,

Barbie Adams

Barbie Adams
Legal Assistant

/ba

Enclosures

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Amend. & N/C

V. SHEPARD JUL 20 1999

Downtown Office:

434 Magnolia Avenue
Panama City, FL 32401
Phone (850) 769-5532
Facsimile (850) 785-5852

Beach Office:

2226 Thomas Drive
Panama City Beach, FL 32408
Phone (850) 233-9613
Facsimile (850) 233-0632

ARTICLES OF AMENDMENT OF THE
ARTICLES OF INCORPORATION OF
PANAMA MARINE & MOTOR PARTS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned officer of the corporation described herein hereby submits the following amendment to the corporation's Articles of Incorporation to the State of Florida, Division of Corporations:

1. The name of the corporation after amendment will be PANAMA MARINE, INC.

2. The number of shares the corporation holds will be increased to One Thousand (1,000) par value of One Dollar (\$1.00) per share.

3. The text of each amendment as adopted is as follows:

The name of the corporation shall be changed from PANAMA MARINE & MOTOR PARTS, INC. to PANAMA MARINE, INC.

The aggregate number of shares of capital stock which this corporation is authorized to issue is One Thousand (1,000) par value of One Dollar (\$1.00) per share.

4. The date of adoption of the amendments was July 6, 1999.

5. The amendment was adopted by:

The incorporator. Shareholder action was not required.

6. This amendment will be effective upon filing.

The manner of the adoption of the article of amendment and the vote by which they were adopted constitute full legal compliance with the provisions of applicable law, the corporation's articles of incorporation, and the corporation's bylaws.

I hereby verify subject to the penalties of perjury that the statements contained are true this 6th day of July, 1999.

PANAMA MARINE & MOTOR PARTS, INC.

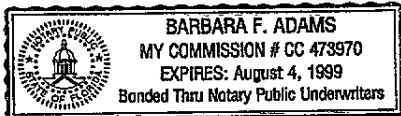
Joseph R. Zerbach, Sr.
By: Joseph R. Zerbach, Sr.
Its: Incorporator and
Secretary

STATE OF FLORIDA

COUNTY OF BAY

BEFORE ME, the undersigned authority, personally appeared Joseph R. Zerbach, Sr., known to me to be the person who executed the foregoing Articles of Amendment and he acknowledged before me that she executed such instrument for the purposes therein stated. Z62-496-45-0140

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 6th day of July, 1999.



Barbara F. Adams (signature)

(print)

NOTARY PUBLIC, STATE OF FLORIDA

My commission expires: _____

Commission #: _____