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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 193078 6383A

AUTHORIZATION :

COST LIMIT : \$ PRE-PAID

ORDER DATE : December 18, 1996

ORDER TIME : 10:15 AM

ORDER NO. : 193078-005

CUSTOMER NO: 6383A

CUSTOMER: Andre J. Patrone, Esq
Andre J. Patrone, Esq
12685 New Brittany Boulevard
Fort Myers, FL 33907

500002032585--3
-12/18/96--01062--027
*****35.00 *****35.00

DOMESTIC AMENDMENT FILING

NAME: SANIBEL HARBOUR MARINA, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

FILED
96 DEC 18 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 DEC 19 AM 11:28
CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

Handwritten signature: Nancy Chang
Handwritten date: 12/18/96
Handwritten initials: DC

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
SANIBEL HARBOUR MARINA, INC.

FILED
96 DEC 18 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.181 of the Florida General Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is SANIBEL HARBOUR MARINA, INC.
2. The following amendment to the Articles of Incorporation was adopted by all of the Directors and all of the Stockholders of the Corporation eligible to vote by the execution of a written statement manifesting their intention that such amendment be adopted in the manner prescribed by Section 607.181(3) of the Florida General Corporation Act:

The Articles of Incorporation of SANIBEL HARBOUR MARINA, INC. are amended to read as follows:

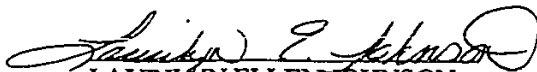
The name of the Corporation shall be
JOHNSON MARINA CORPORATION

3. The foregoing Amendment shall become effective and the Articles of Incorporation shall be deemed to be amended thereby upon the filing of these Articles of Amendment by the Department of State.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed by its President and Secretary on this 17th day of December, 1996.


GINNY JOHNSON
President

Attest:

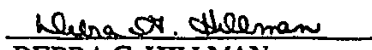

LAURILYN ELLEN JOHNSON
Secretary

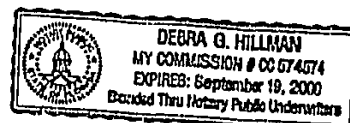
Seal

STATE OF FLORIDA)
)
COUNTY OF LEE)

BEFORE ME, the undersigned authority, personally appeared GINNY JOHNSON, President, and LAURILYN ELLEN JOHNSON, Secretary, who are personally known to me and who did take an oath, and who subscribed to the above Articles of Amendment to the Articles of Incorporation, voluntarily, and for the purposes therein expressed.

WITNESS my hand and official seal, at Fort Myers, this 17th day of December, 1996.


DEBRA G. HILLMAN
Notary Public - State of Florida
Commission No. CC 574574
My commission expires: 9/19/00



STATEMENT OF CONSENT IN LIEU OF SPECIAL JOINT MEETING
OF SHAREHOLDERS AND DIRECTORS OF
SANIBEL HARBOUR MARINA, INC.

The undersigned, constituting all of the Shareholders and Directors of SANIBEL HARBOUR MARINA, INC., a Florida Corporation, waiving all requirements of notice, consent to the actions specified below and adopt the following resolutions by this written consent, without a meeting pursuant to Section 607.134 and 607.394, Florida Statutes:

1. The Shareholders and Directors of this Corporation hereby adopt an Amendment to the Articles of Incorporation of this Corporation hereby amending the Articles as follows:

AMENDMENT

The name of the Corporation is changed to:

JOHNSON MARINA CORPORATION

2. The officers of the Corporation are directed to take all steps required to effect such amendment and to file the same with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned, being all of the Shareholders and Directors of SANIBEL HARBOUR MARINA, INC., have executed this Consent this 17th day of December, 1996.


GINNY JOHNSON
Sole Shareholder/Director