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**BASIC AMENDMENT**

**MERIDIAN MARINE CORPORATION**

Certificate of Status	0
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*Amendment*

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ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION OF  
MERIDIAN MARINE CORPORATION

1. Article III of the Articles of Incorporation of MERIDIAN MARINE CORPORATION is hereby amended to change the maximum number of shares authorized by the Corporation from One Hundred Thousand (100,000) shares of voting common stock to Ninety-Nine Thousand, Five Hundred (99,500) shares of voting common stock and Five Hundred (500) shares of non-voting common stock.

2. The foregoing amendment was approved by all of the directors and shareholders in a written statement on JANUARY 28, 1999.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 28<sup>th</sup> day of JANUARY 1999.

MERIDIAN MARINE CORPORATION  
[Signature]  
HERMAN H. BLANKE, PRESIDENT

STATE OF FLORIDA )  
                          )ss:  
COUNTY OF DADE )

Before me the undersigned authority personally appeared HERMAN H. BLANKE, President, to me known to be the person described in and who executed the foregoing Articles of Amendment and acknowledged before me that he executed same.

WITNESS my hand and official seal in the County and State above named this 28<sup>th</sup> day of January, 1999.

[Signature]  
Notary Public

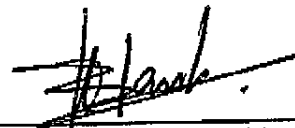
OFFICE OF  
GLORIA L. MOSE  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC479784  
MY COMMISSION EXP. AUG. 1, 1999

MERIDIAN MARINE CORPORATION  
20161 NE 16<sup>th</sup> Place #2 Rear  
North Miami, Florida 33179-2720

ACTION BY BOARD OF DIRECTORS AND SHAREHOLDERS WITHOUT A MEETING

On the 28<sup>th</sup> day of JANUARY 1999, the entire Board of Directors and all Shareholders of MERIDIAN MARINE CORPORATION adopted the following Resolution, without a meeting:

RESOLVED, that the Corporation approve the change to the maximum number of shares authorized by the Corporation from One Hundred Thousand (100,000) shares of voting common stock to Ninety-nine Thousand, Five Hundred (99,500) shares of voting common stock and Five Hundred (500) shares of non-voting common stock.



HERMAN H. BLANKE, President and  
Shareholder



NANCY L. BLANKE, Secretary and  
Treasurer