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BASIC AMENDMENT

GLENN-MAR MARINE SUPPLY, INC.

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Estimated Charge	\$35.00

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF GLENN-MAR MARINE SUPPLY, INC.

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Pursuant to the provisions of Chapter 607 of the Florida Statutes and the Florida Business Corporation Act, the undersigned hereby provides the following amendment to the Articles of Incorporation of GLENN-MAR MARINE SUPPLY, INC., a Florida corporation (the "Corporation").

1. ARTICLE X of the Articles of Incorporation of GLENN-MAR MARINE SUPPLY, INC. is amended to add the following:

Article X - Preemptive Rights

The shareholders may dispose of the authorized but unissued stock from time to time, but every existing shareholder shall be entitled to purchase or receive his or her prorata share of these previously anissued shares upon payment of the same price or upon the same terms that are being offered to others.

2. The foregoing amendment was adopted by the Shareholders and Directors of this Corporation on June 6, 2002.

IN WITNESS WHEREOF, the undersigned President of this corporation has executed these Articles of Amendment this 6^g day of June, 2002.

CINDY LINEBERRY, President

Prepared By: McFarland, Gould, Lyons, Sullivan & Hogan, P.A. Gary W. Lyons, Esq. FBN: 0268186 311 S. Missouri Avenue Clearwater, FI 33756 (727) 461-1111

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