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June 27, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-06/30/97--01127--015
*****35.00 *****35.00

RE: Marine Air Systems, Inc. - Certificate of Amendment of Certificate of Incorporation

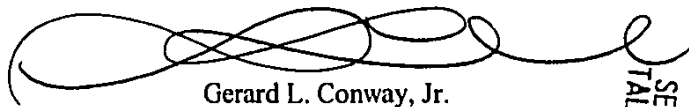
Dear Sir/Madam:

Enclosed please find an original Certificate of Amendment to the Certificate of Incorporation as well as a check made payable to the Secretary of State, Divisions of Corporations in the amount of \$35.00 to cover the corresponding fees. Please return the original filing receipt to the undersigned.

Should you have any questions, please do not hesitate to contact me. Thank you for your assistance in this matter.

Very truly yours,

FEATHERSTONHAUGH, CONWAY,
WILEY & CLYNE, LLP



Gerard L. Conway, Jr.

GLC:sll
Enclosures

FILED
97 JUN 30 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Joe 7/7

Amend.

ARTICLES OF AMENDMENT
OF
MARINE AIR SYSTEMS, INC.

FILED
97 JUN 30 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts these Articles of Amendment.

FIRST: The name of the corporation is Marine Air Systems, Inc.

SECOND: The Articles of Incorporation of this corporation are amended by adding the Article numbered XI so that, as amended, said Article shall read as follows:

Any person who was, is, or is threatened to be made a party to any action or proceeding, whether civil or criminal including an action by or in the right of the Corporation or any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprises which any Director or officer of the Corporation served in any capacity at the request of the Corporation by reason of the fact that he, his testator or intestate, is or was a Director or officer of the Corporation, or served such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, shall be indemnified by the Corporation against all judgments, fines, amounts paid in settlement and reasonable expenses, including reasonable attorneys' fees actually and necessarily incurred in connection with the defense or appeal of any such action or proceeding, and against any other amounts, expenses and fees similarly incurred. Notwithstanding the foregoing, the Corporation shall indemnify its officers, Directors, employees and agents to the fullest extent permitted by the Florida Business Corporation Law. Notwithstanding the foregoing, no indemnification shall be made to or on behalf of any Director or officer where indemnification is prohibited by applicable law.

THIRD: The Amendment to the Articles of Incorporation of the corporation set forth above was adopted on the 19th day of May, 1997.

FOURTH: The amendments were adopted by the Board of Directors and with the unanimous vote of all shareholders.

Signed this 19th day of May, 1997
Marine Air Systems, Inc.

By: 

James W. Taylor
Chairman of the Board of Directors