

ACCOUNT NO. : 072100000032

REFERENCE: 492327

AUTHORIZATION :

Patueia Pagato

4326591

COST LIMIT :

ORDER DATE: August 11, 1997

ORDER TIME: 12:24 PM

ORDER NO. : 492327-005

CUSTOMER NO:

4326591

CUSTOMER: Amy Eckard, Legal Assistant

Fowler White Gillen Boggs 501 East Kennedy Boulevard

Suite 1700

Tampa, FL 33602

500002266205--5

FOREIGN FILINGS

NAME:

LYKES BROS. STEAMSHIP CO.,

INC.

XX___ CORPORATE

XX PROFIT NON-PROFIT

LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

__CERTIFIED COPY

PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stacherban

PROFIT CORPORATION

APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE

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AMENDMENT TO APPLICATION	FOR AUTH	ORIZATION TO	TRANSA(CT
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1. LYKES BROS. STEAMSHIP CO., INC.				
Name of corporation as it appears on the re	cords of the Der	nartment of State.	>	
Hame of corporation as it appears on the is	,00,00 0. 0.0 00,			
	MARCH 14, 19	95		_
Incorporated under the laws of	Date aut	horized to do business	in Florida	
<u>s</u>	ECTION II			
	nly the applicable	changes)		
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4. If the amendment changes the name of t	the corporation	i, when was the cha	ange effected	נ
under the laws of its jurisdiction of incorp	poration?_ <u>JUL</u> 1	7 29, 1997		
5. SEA CREWS II, INC.				
Name of corporation after the amendment, addi	on suffix "corno	ration", "company" or	*incorporated.	
appropriate abbreviation, if not contained in nev	v name of the co	rporation.	orpoiatoe,	•
		•		
6. If the amendment changes the period of	duration, indica	ate new period of du	uration.	
	-			
New Duration				
7. If the amendment changes the jurisdiction	n of incorporat	ion, indicate new ju	risdiction.	
New Jurisdiction	•			
New Jurisdiction				
JR/R/A		0 / / 0		
Val T Dultas		& /7/97		
Signature	_	Date		
Robo- + B. Woods		8/7/97 Date Co President	/	
Trades added	-	Title		
Typed or printed name		9031		

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SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that the annexed and following is a True and Correct copy of an Amendment as shown by comparison with document filed and recorded in this Office on July 29, 1997.

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

August 11, 1997

Jox. W. Lillan

CBU Secretary of State

ARTICLES OF AMENDMENT

OF

LYKES BROS. STEAMSHIP CO., INC.

To the Secretary of State State of Louisiana

Pursuant to the provisions of the Business Corporation Law of the State of Louisiana, the corporation herein named submits the following articles of amendment:

FIRST: The name of the corporation (hereinafter called the "Corporation") is Lykes Bros. Steamship Co., Inc.

SECOND: The amendment adopted amends Article I of the Articles of Incorporation of the Corporation so that said Article shall henceforth read as follows:

"ARTICLE I

The name, style, and title of this corporation shall be:

SEA CREWS II, INC.

and, under that name it shall have and enjoy all the rights, advantages and prescriptions granted by law to corporations, and shall have perpetual existence. It shall have power to contract, sue, and be sued; to make and use a corporate seal and the same to alter and break at pleasure; to hold, receive, lease, purchase, sell, and convey, as well as mortgage, hypothecate, and pledge property, real, personal and mixed, corporeal and incorporeal; to name and appoint such officers and agents and other employees as its interests and convenience may require, and to make and establish, as well as alter and amend, from time to time, such by-laws, rules and regulations not inconsistent with the laws of this State, or the provisions hereof, as may be necessary and expedient for the proper management of the affairs of said corporation."

THIRD: This amendment to the Articles of Incorporation of the Corporation, for which shareholder approval, as set forth in R.S. 12:31, is not required pursuant to R.S. 12:162, is being filed in order to put into effect and carry out the First Amended Plan of Reorganization of Lykes Bros. Steamship Co., Inc. dated as of March 7, 1997, as modified and amended and restated ("Amended Plan"), ordered by The United States Bankruptcy Court, Middle District of Florida, Tampa, Florida on July 17, 1997.

IN TESTIMONY WHEREOF: these Articles of Amendment are executed on July 24. 1997, in the name of the Corporation by the undersigned authorized representative as appointed in said Amended Plen of the Corporation,

LYKES BROS. STEAMSHIP CO., INC.

oe B. Froeman, President of Debtor-in-Possossion pursuant to Page 89 (attached hereto) of

Confirmation Order

day of July, 1997, before me, the subscriber, a Notsey Public duly appointed to take proof and acknowledgment of deeds and other instruments, came Joe B. Freeman. President of Debtor-in-Possession pursuant to Page 89 (attached hereto) of Confirmation Order of Lykes Bros. Steamship Co., Inc., to me personally known to be the individual described in and who executed the preceding Articles of Amendment and who duly acknowledged to me that he executed the same, and being by me duly swom deposeth and saith that he executed said Articles of Amendment as an authorized representative of the aforesaid Corporation.

TIMONY, WHEREOF, I bereunto set my band and affix thy official seal at on the day and year first above written.

Signature of Notary Public

Type or print name

Commission number:

WREDGENIN

of and from all further authority, duties, responsibilities, liabilities and obligations related to, or arising from, this case. It is further

ORDERED, ADJUDGED AND DECREED that the Board of Directors of the Debtor with the consent of the Reorganized Debtor Stockholder, which consent shall not be unreasonably withheld, shall take such action as may be necessary to cause the charter of the Reorganized Debtor to be amended and restated to contain the provisions required (a) under the Bankruptcy Code with respect to any Equity Interest and the Reorganized Debtor Common Stock, (b) by the Modified Plan or this Confirmation Order, and (c) by the Asset Purchase Agreement with respect to the change of the Debtor's corporate name. Such charter, as amended and restated, be, and the same hereby is, approved. It is further

ORDERED, ADJUDGED AND DECREED that the Modified Plan is confirmed in its entirety as if set forth in hase verba. The inclusion of decretal paragraphs in this Confirmation Order referring to specific provisions of the Modified Plan or authorizing specific action by the Debtor shall not be construed to imply non-approval of other provisions or non-authorization of other actions. It is further

ORDERED, ADJUDGED, AND DECREED that the failure to reference or discuss any particular provision of the Modified Plan in this Confirmation Order shall have no effect on the validity, binding effect and enforceability of such provision and such provision shall have the same validity, binding effect and enforceability as every other provision of the Modified Plan. It is further

ORDERED, ADJUDGED, AND DECREED that, except with respect to any modifications to the Modified Plan set forth herein, to the extent of any inconsistency between the terms of the

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