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December 30, 1997

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

000002387670-9
-12/31/97-01086-008
*****35.00 *****35.00

Re: CORINTHIAN YACHTS, INC.

Gentlemen:

Enclosed please find an original plus copy of Articles of Amendment for the above-referenced corporation changing the name to CAPTAIN COOPER MARINE, INC., together with a check in the amount of \$35.00 for the required filing fee.

After recording, please forward a copy of the filed Articles of Amendment to this office.

Thanking you for your kind attention in this matter, I remain

Very truly yours,

Warren J. Knaust

WJK/njk
Enclosures
Sent Via US Express Mail
cc: Client

FILED
97 DEC 31 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name Change
LPS
1-8-98

FILED

97 DEC 31 PM 4:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

1. The following provisions of the Articles of Incorporation of CORINTHIAN YACHTS, INC., a Florida Corporation, filed in Tallahassee on October 16, 1986, be and they hereby are amended in the following particulars:

"The name of the corporation shall be CAPTAIN COOPER MARINE, INC.

2. The foregoing amendments were adopted by the Stockholders and Directors of the corporation on the 30th day of December, 1997

Gary G. Heberle
President

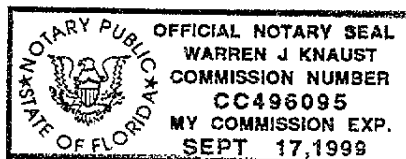
Rene Vercruysse
Secretary

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 30th day of December, 1997 by Gary Heberle and Rene Vercruysse as President and Secretary, respectively, of Corinthian Yachts, Inc., a Florida corporation, on behalf of the corporation. They are personally known to me and did take an oath.

NOTARY PUBLIC

Sign: _____
Print: _____
State of Florida at Large (Seal)
My Commission Expires: _____



**WRITTEN CONSENT OF THE DIRECTORS AND
SHAREHOLDERS OF CORINTHIAN YACHTS, INC., IN
LIEU OF A SPECIAL COMBINED MEETING OF THE
BOARD OF DIRECTORS AND SHAREHOLDERS**

The undersigned, being all of the Directors and Shareholders of CORINTHIAN YACHTS, INC., a Florida Corporation, do hereby take the following action in lieu of a special combined meeting of the shareholders and directors of the Corporation:

1. That the Articles of Incorporation be amended to provide that the name of the corporation shall be CAPTAIN COOPER MARINE, INC.

2. That the President and Secretary be and they hereby authorized and directed to execute Articles of Amendment of the Articles of Incorporation and to have said instrument filed in the office of the Secretary of State in Tallahassee, Florida.

3. That the President and Secretary be and they hereby are authorized and directed to execute any further documents, pay the necessary fees and costs, and do any and all things that may be necessary to effectuate the foregoing resolutions.

Dated: 12/30/97

Gary A. Kibul

Deanne

Being all of the Directors and
Shareholders of the Corporation