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BASIC AMENDMENT

ATLANTIC MARINE HOLDING COMPANY

Certificate of Status	0
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Page Count	02
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Amendment
12/03/03

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**ARTICLES OF AMENDMENT
OF THE ARTICLES OF INCORPORATION
OF
ATLANTIC MARINE HOLDING COMPANY**

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A. The name of this Corporation is Atlantic Marine Holding Company.

B. Amendments to Article IV of the Articles of Incorporation were adopted on November 14, 2003, by the holders of a majority of the issued and outstanding common stock of this Corporation to (i) amend Section 4.1 of the Articles of Incorporation to increase the authorized capital stock of the Corporation, (ii) add a new Section 4.4 to authorize the redemption of the common stock of this Corporation by the Board of Directors in the event that a shareholder owns of record less than twenty shares in the aggregate and (iii) add a new Section 4.5 to convert shares of non-voting stock to voting stock upon the sale of such non-voting stock to an Employee Stock Ownership Plan sponsored by this Corporation or any of its subsidiaries. The aforementioned Sections of Article IV, as amended or added, shall read as follows:

Section 4.1. Authorized Capital. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 200,000 shares of common stock at a par value of \$1.00 per share. A maximum of 150,000 shares shall be designated as voting common stock, and a maximum of 50,000 shares shall be designated as non-voting common stock. The voting common shareholders shall have exclusive voting rights and powers, and the non-voting common shareholders shall have no voting rights or powers. The directors of this corporation may declare and pay share dividends of any class of shares of this corporation to any other class of shareholders, as well as to the same class of shareholders in which the share dividend is to be paid.

Section 4.4. Redemption of Stock. The Board of Directors of this corporation at any time may elect to redeem all shares of the issued and outstanding common stock of any shareholder who owns of record less than twenty (20) shares of common stock of this corporation in the aggregate. The shares shall be redeemed pursuant to procedures set forth in the Bylaws of this corporation.

Section 4.5. Conversion of Stock. Any non-voting common stock of this corporation purchased by an Employee Stock Ownership Plan sponsored by this corporation or any direct or

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indirect subsidiary of this corporation shall be converted to voting shares of common stock of this corporation immediately prior to such purchase without any action on the part of the holder thereof."

There are no other amendments to the Articles of Incorporation, except as stated above.

C. The holders of the common stock of this Corporation were entitled to vote on these amendments, and the number of votes cast for the amendments was sufficient for approval.

IN WITNESS WHEREOF, Atlantic Marine Holding Company has caused these Articles of Amendment of the Articles of Incorporation to be signed in its name by its Chief Financial Officer as of November 14, 2003.

ATLANTIC MARINE HOLDING
COMPANY

By: 
Byron N. Thompson, Jr.
Chief Financial Officer

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