

Division of Corporations

Page 1 of 1

K66129

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H12000284236 3)))



H120002842363ABC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : GREENBERG TRAUIG - FORT LAUDERDALE
Account Number : 120040000196
Phone : (954) 765-0500
Fax Number : (954) 765-1477

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
MORAN YACHT & SHIP, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$43.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
12 DEC -4 PM 2:57

RECEIVED

12 DEC -4 AM 8:04

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Electronic Filing Menu Corporate Filing Menu Help

H12000284236 3

FILED STATE SECRETARY OF CORPORATION
12 DEC -4 PM 2:51

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF MORAN YACHT & SHIP, INC.

Pursuant to Article XII of the Articles of Incorporation of Moran Yacht & Ship, Inc. (the "Corporation") and Florida Statutes §607.1003, the Corporation's Articles of Incorporation are hereby amended as provided herein.

1. The name of this Corporation is Moran Yacht & Ship, Inc.
2. Article IV of Corporation's Articles of Incorporation is hereby deleted in its entirety and replaced by the following:

"ARTICLE IV

The aggregate number of shares which the corporation shall have the authority to issue is Seven Thousand Five Hundred (7,500) shares of Voting Common Stock, One Dollar (\$1.00) par value (the "Voting Common Stock"), and Sixty-Seven Thousand Five Hundred (67,500) shares of Non-Voting Common Stock, One Dollar (\$1.00) par value (the "Non-Voting Common Stock").

The holders of Voting Common Stock and Non-Voting Common Stock shall have identical rights with respect to (a) distributions from the Corporation; (b) the liquidation of the Corporation; and (c) all other matters affecting the Corporation, except that the holders of Non-Voting Common stock shall not be entitled to vote on matters affecting the Corporation (unless required by Florida Statutes §607.1004(4), 607.1103(6) or other provisions of Florida law)."

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.
4. The amendment herein provided for was duly recommended by the Board of Directors of the Corporation to the shareholders.
5. The amendment herein provided for was unanimously approved and adopted by the shareholders of the Corporation on December 4, 2012.
6. The reclassification and exchange of shares contemplated by these Articles of Amendment will be implemented pursuant to that certain Plan of Recapitalization approved by the Board of Directors and the shareholders of the Corporation.
7. These Articles of Amendment shall be effective as of the date these Articles of Amendment are filed with the Department of State of the State of Florida.

The undersigned has executed these Articles of Amendment to the Articles of Incorporation of Moran Yacht & Ship, Inc., this 4th day of December, 2012.

By: [Signature]
Robert J.W. Moran, President