

K92800

LAW OFFICES OF
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April 10, 2000

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The Office of The Secretary of State
Amendments Section
409 East Gaines Street
Tallahassee, Florida 32399

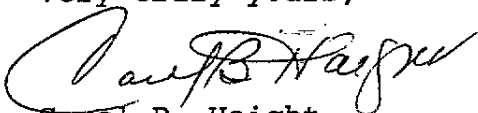
Re: Filing Amended Articles of Incorporation for
McClary, Inc. now Dive Shop II, Inc.

Dear Sir:

Enclosed for filing are two (2) original Amended Articles of Incorporation and the filing fee for the above-referenced Corporation. Please date stamp and return one original directly to Dive Shop II. A self-addressed and stamped envelope is enclosed for your convenience. Should you have any question concerning the enclosed, please call me at the above-noted telephone number.

Thank you for your cooperation and assistance.

Very truly yours,


Carol B. Haight
CBH/sme

N/C

V. SHEPARD APR 24 2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
00 APR 14 AM 10:10

ARTICLES OF AMENDMENT
OF
MCCLARY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 14 AM 10:10

Pursuant to the provisions of Florida Statute 607.1003 and 607.1006 of the Florida Business Corporation Act, MCCLARY, INC. (the "Corporation") hereby amends its Articles of Incorporation, originally filed with the Department of State of Florida on June 2, 1989, Document No: K92800. The directors hereby adopt the following Amended Articles of Incorporation, with complete shareholder action and consent. The Directors and Shareholders of the Corporation are one and the same.

1. The name under which the Corporation was originally incorporated was: MCCLARY, INC.

2. Article I of the Articles of Incorporation is hereby deleted in its entirety and amended to read as follows:

The name of this Corporation is DIVE SHOP II, INC. The mailing address and principal office of this Corporation shall be located at:


700 CASA LOMA BOULEVARD
BOYNTON BEACH, FLORIDA 33435

or at such other place as the Board of Directors may from time to time designate.

3. This amendment was made pursuant to Florida Statute 607.1003 and unanimously approved by the shareholders of the Corporation. The number of votes cast for the amendment was sufficient for approval by all shareholders.

These Amended Articles of Incorporation have been duly adopted by all of the shareholders and Directors of the Corporation on 4/7/2000.

DATED as of this FIRST day of MARCH, 2000.



W. SCOTT MCCLARY, /SOLE
SHAREHOLDER AND DIRECTOR
President