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July 12, 2000

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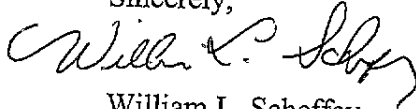
Bluewater Marine Towing & Salvage, Inc
1093 A1A Beach Blvd-Box 241
St Augustine, FL 32084

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Gentlemen,

Enclosed you will find the Amendment to the Articles of Incorporation of Bluewater Marine Towing & Salvage, Inc. Also enclosed is a \$35.00 processing fee.

Sincerely,



William L. Scheffey
Vice President

FILED
00 JUL 17 PM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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JUL 24 2000

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

BLUEWATER MARINE TOWING & SALVAGE, INC.

FILED
00 JUL 17 PM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, the
Undersigned corporation adopts the following articles of amendment to its articles
of Incorporation:

FIRST: Amendment (s) adopted:

The name of the corporation shall be, Bluewater Marine of St. Augustine,
Inc.

SECOND:

The date of amendment's Adoption: July 1, 2000

THIRD:

Adoption of the Amendment was approved by a majority of the
shareholders. The number of votes cast for the amendment was sufficient
for approval.

Signed this 1st day of July, 2000.

By: William L. Scheffey
William L. Scheffey, Vice President