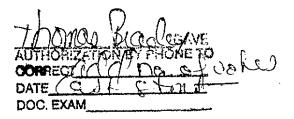
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THOMAS M. BRADY

ATTORNEY AT LAW 3250 Navy Blvd., Suite 204 Post Office Box 12584 Pensacola, Florida 32591-2584

Tel./Fax. (850) 432-6181

E-mail: tombrady@bellsouth.net

January 15, 2003

Division of Corporations Florida Department of State 409 E. Gaines St. P. O. Box 6327 Tallahassee FL 32314

Re.: Bayside Marine Construction, Inc. - Articles of Amendment

Dear Gentlemen:

Please file the enclosed original copy of the Articles Of Amendment and return the copy with your filing certificate. My \$35 filing fee check is enclosed.

Sincerely yours,

THOMAS M. BRADY

ARTICLES OF AMENDMENT TO

FUED

ARTICLES OF INCORPORATION

03 JAN 17 PM 3:33

OF

ALLAHASSEE, FLORIDA

BAYSIDE MARINE CONSTRUCTION, INC.

The Articles of Incorporation for Bayside Marine Construction, Inc., a Florida corporation were filed with the Florida Secretary of State on July 28, 2000 under document #P00000072144 with Joseph W Smith, IV, and Richard M. Gornall being the subscribers thereto, as amended.

Article XI of the Articles are hereby amended by all of the officers, directors of the corporation and by the shareholders of the corporation owning a majority of the outstanding shares of the common stock by changing the number of directors from two (2) to one (1). The number of votes cast was sufficient for approval.

The written consent to this amendment by the majority shareholder was obtained via the terms of *Florida Statute* 607.0704.

DATED: January 6, 2003

JOSEPH W. SMITH IV, President, sole Director and majority shareholder.

STATE OF FLORIDA COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this day of January, 2003 by Joseph W. Smith, IV, as President, sole Director and majority shareholder of Bayside Marine Construction, Inc., who is personally known to me.

(SEAL

THOMAS M. BRADY

NOTARY PUBLIC - STATE OF FLORIDA MY COMMISSION EXPIRES 7/28/05 COMM. NO. DD 32492