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Classic Boat Care, Inc.

18275 A1A Unit #3
Jupiter, Florida 33477
(561) 691-9405

April 19, 2001

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-04/23/01--01061--005
*****43.75 *****43.75

RE: Classic Boat Care, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Amendment to Articles of Incorporation of Classic Boat Care, Inc. to be filed with the Secretary of State. Also enclosed is a check for \$43.75 to cover the following fees:

1. Filing fee of \$35, and
2. Certified copy of the Articles of Amendments for \$8.75.

Please forward the certified copy of the Articles of Amendment to the above address. If you have any questions, please contact me at (202) 467-7717.

Sincerely,

Susan Steele

Susan Steele
President

FILED
01 APR 23 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

T BROWN MAY - 1 2001

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
CLASSIC BOAT CARE, INC.
(a Florida corporation)**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006 and sections 607.0502, 617.0502, 607.1508 or 617.1508, Florida Statutes, Classic Boat Care, Inc., a Florida corporation (the "Corporation") adopts the following articles of amendment to its articles of incorporation:

FIRST: Pursuant to a Stock Purchase Agreement dated April 16, 2001, the resignations of the initial directors of the Corporation, Bruce Mahler and Samuel Mahler, were unanimously adopted by the shareholders of the Corporation and new directors were duly elected pursuant to the requirements of the Bylaws of the Corporation. *Article VIII -- Initial Director(s)* of the Articles of Incorporation of the Corporation shall be amended to read:

Article VIII -- Initial Director(s)

Pursuant to the resignation of the Initial Directors of the corporation, the following are the names and addresses of the duly elected members of the Board of Directors who shall hold office until their successors are elected:

Susan Steele 18275 A1A, Unit 3, Jupiter, Florida 33477
Gerald Suchy 18275 A1A, Unit 3, Jupiter, Florida 33477

SECOND: *Article X -- Initial Registered Office and Agent* shall be amended to change the name of the registered agent:


Article X -- Registered Office and Agent

The street address of the registered office of the Corporation is 18275 A1A, Unit 3, Jupiter, Florida 33477 and the name of the registered agent of this Corporation at that address is Gerald Suchy.

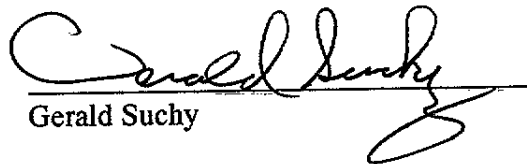
THIRD: The date of adoption of each amendment is April 16, 2001.

FOURTH: The amendments were adopted by the board of directors and approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed this 16th day of April, 2001.


Susan Steele, President

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


Gerald Suchy

4-18-01
Date