

Classic Boat Care

You have better things to do....

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18275 A1A North
Jupiter, Florida 33477
561-691-9405
service@classicboatcare.com
http://www.classicboatcare.com

May 2, 2002

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

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-05/06/02--01098--003
*****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 the Articles of Incorporation of Classic Boat Care, Inc. to be filed with the Secretary of State. Also enclosed is a check in the amount of \$43.75 to cover the following fees:

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

I have enclosed a self-addressed stamped envelope for you to use in returning the certified copy of the Articles of Amendments. If you have any questions, please contact me at the number above.

Sincerely,



Craig Grear
President

Amend

V SHEPARD MAY 14 2002

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAY -6 PM 3:11

Pursuant to the provisions of section 607.1006 and sections 607.0502, 617.0502, 607.1508 or 167.1508, 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 May 2, 2002, the resignations of the directors of the Corporation, Susan Steele and Gerald Suchy, 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 shall be amended to read:

Article VIII – Elected Director(s)

Pursuant to the resignation of the 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:

Craig Gear

Michael Gear

Kevin Gear

SECOND: *Article X – 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 5186 Woodruff Lane, Palm Beach Gardens, Florida 33418, and the name of the registered agent of this Corporation is Craig Gear.

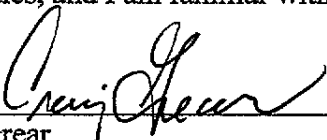
THIRD: The date of adoption of each amendment is May 2, 2002.

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 2nd day of May, 2002


Craig Gear, President

Having been named as registered agent and to accept service of process for the above named 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.


Craig Gear

Dated: May 2, 2002