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PLEASE REPLY TO:
LAKE PLACID

July 13, 2001

VIA: UPS NEXT DAY AIR

Tracking No. 1Z F23 8X5 22 1000 939 4

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*****35.00 *****35.00

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: GWJ, INC.

Dear Sir/Madam:

You will please find enclosed the following documents regarding the above
corporation:

1. Articles of Amendment to Articles of Incorporation of GWJ, Inc.
2. Consent to use the name of Lake & Bay Boats, Inc. executed by the corporation which was previously known by that name

I would request that the Articles of Amendment be duly filed. I have enclosed our office account check in the amount of \$35.00 for that purpose. Thank you for your assistance in this matter.

Very truly yours,

J. Timothy Sheehan

JTS/rd
Enclosures
xc: GWJ, Inc.

FILED
01 JUL 16 PM 4:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

7/17
(H)

AFFIDAVIT

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME the undersigned authority, personally appeared EUGENE A. DUBOIS,
who after being by me first duly sworn, deposes and states as follows:

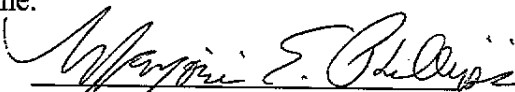
1. Affiant is the sole officer, director and stockholder of Lake & Bay Boats, Inc.
("Corporation").
2. On May 31, 2001, Affiant executed the Articles of Amendment of the Article of
Incorporation of Lake & Bay Boats, Inc., a Florida corporation, changing the name of such
corporation to 95 Marine & Equipment Sales, Inc.
3. Affiant has no intention of hereafter revoking such Articles of Amendment with
respect to said corporation.
4. Said Corporation and Affiant hereby release to Mark E. Gose, Darin Whitaker and
D. Craig Johnson, all right, title or interest, in and to the name Lake & Bay Boats, Inc. and agrees
that they may incorporate a Florida corporation under such name or amend the name of an
existing Florida corporation using such name on or after May 31, 2001.
5. Such new corporation to be formed by Mark E. Gose, Darin Whitaker and D. Craig
Johnson shall have no legal connection or relationship to 95 Marine & Equipment Sales, Inc.

FURTHER AFFIANT SAYETH NAUGHT.


EUGENE A. DUBOIS

SWORN TO AND SUBSCRIBED before me this 3rd day of May, 2001, by EUGENE
A. DUBOIS, who is personally known to me.

My Comm Exp: 5-14-03


Notary Public, State of Florida



Marjorie E. Phillips
Commission # CG 821581
Expires May 14, 2003
Bonded Thru
Atlantic Bonding Co., Inc

FILED
01 JUL 16 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
GWJ, INC.**

Article One of the Articles of Incorporation of GWJ, INC., was amended by the corporation's board of directors and shareholders on the 31st day of May, 2001. The corporation is filing these Articles of Amendment to Articles of Incorporation pursuant to Florida Statute Section 607.1006.

1. The name of the corporation is GWJ, INC.
2. Article One of the Articles of Incorporation of GWJ, INC., was amended as follows:

ARTICLE ONE

The name of this corporation is LAKE & BAY BOATS, INC.

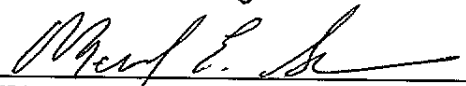
3. The foregoing amendment was adopted by the shareholders and the directors on the 11th day of July, 2001, providing that the effective date of the Amendment shall be the 11th day of July, 2001.


4. The number of votes cast for the Amendment by the shareholders was sufficient for approval since the shareholders voted unanimously for said amendment. There is only one class of

shareholders.

5. The effective date of this Amendment shall be the date of its filing.

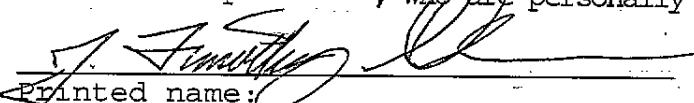
IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on the 11th day of July, 2001.


MARK E. GOSE
President/Director

Attest: 
DARIN WHITAKER
Secretary/Director

STATE OF FLORIDA
COUNTY OF HIGHLANDS

The foregoing instrument was acknowledged before me this 11th day of July, 2001, by MARK E. GOSE and DARIN WHITAKER, as President and Secretary respectively, of GWJ, INC., a Florida Corporation, on behalf of the Corporation, who are personally known to me.


Printed name: _____
Notary Public, State of Florida
(Affix Seal)



"OFFICIAL SEAL"
J. Timothy Sheehan
My Commission Expires 10/10/2002
Commission #CC 752126