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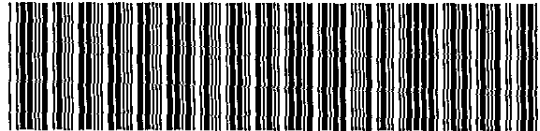
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C. Coullotte NOV 18 2002



ACCOUNT NO. : 072100000032
REFERENCE : 823703 164228A
AUTHORIZATION : *Patricia Pignatelli*
COST LIMIT : \$ 43.75

ORDER DATE : November 18, 2002

ORDER TIME : 10:34 AM

ORDER NO. : 823703-005

CUSTOMER NO: 164228A

CUSTOMER: Steven P. Kushner, Esq
Steven P. Kushner, P.a.
Suite 202
1375 Jackson Street
Fort Myers, FL 33901

DOMESTIC AMENDMENT FILING

NAME: BOSS BOATS, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER'S INITIALS: _____

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BOSS BOATS, INC.

FILED
2002 NOV 18 PM 2:00
CLERK OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1003, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: ARTICLE III, the second sentence is amended to read as follows:

ARTICLE III

"The maximum number of shares of common stock that this corporation is authorized to have outstanding at any one time is One Million (1,000,000) shares of ONE DOLLAR (\$1.00) par value common stock."

SECOND: The date of adoption of the amendment was: November 15, 2002.

THIRD: Adoption of Amendment:

H. Nolte McCarthy, Ronald Skross, and George Woleck, being all of the shareholders of Common Stock, unanimously voted in favor of the amendment.

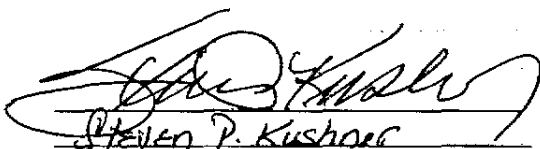
Dated: November 15, 2002.

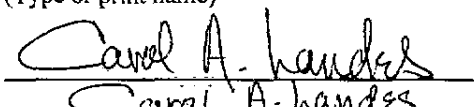
Witnesses:

BOSS BOATS, INC.

By:

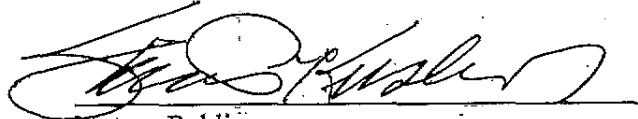
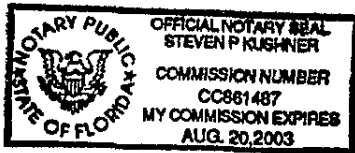

H. Nolte McCarthy, President


(Type or print name)


(Type or print name)

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 1st day of November, 2002, by H. Nolte McCarthy as President of BOSS BOATS, INC., a Florida corporation, on behalf of the corporation. He is personally known to me and did take an oath.

A handwritten signature in black ink, appearing to read "Steven P. Kushner", is written over a horizontal line.

Notary Public

Name: Steven P. Kushner

Certificate No. or

Serial No. _____

(SEAL)

My Commission Expires: