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ALVERN MARINE EXHAUST, INC.

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SECRETARY OF STATE TALLAHASSEE. FLORIDA

ARTICLES OF AMENDEMENT TO ARTICLES OF INCORPORATION OF

ALVERN MARINE EXHAUST, INC.

Pursuant to the provision of section 607-1006, Florida Statues, this Florida profit corporation adopts the following article of amendment to its articles of incorporation:

FIRST:

Amendment adopted:

Article VI, Officers and Directors

The purpose of this amendment is to remove the following officer's name:

James DeAngelo, President / Treasurer / Secretary

and add the following officers:

Alfred Clarke, President / Treasurer / Secretary

The date of the adoption is:

June 18, 2007

SECOND:

Adoption of Amendment

The number of votes cast by the shareholders was sufficient for approval.

The amendment was approved by the shareholders.

Signed this 18th day of June, 2007.

Signature:

Mr. Alfred Clarke, President)