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BUCKINGHAM, DOOLITTLE & BURROUGHS, LLP

4800 N. Federal Highway Suite 104A Boca Raton, Florida 33431
561.338.3009 Fax 561.338.2127 www.bdblaw.com

P92000010743

February 6, 1997

Ms. Thelma Lewis, Corporate Specialist Supervisor
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, FL 32314

RE: Letter # 498A00006101

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-02/10/98--01015--008
*****35.00 *****35.00

Dear Ms. Lewis:

Please find enclosed firm check payable to the Florida Department of State in the amount of \$35.00 for filing Articles Of Amendment To Articles Of Incorporation Of Allied Marine Group, Inc. as well as the Articles. Should you have any questions regarding the enclosed, please contact our office, 800-682-2825.

We certainly appreciate your continued assistance in this matter.

Sincerely yours,



Ladelle J.F. Hammond
Paralegal to Peter M. Feaman

:lh

Enclosures

FILED
98 FEB -9 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corapamnd

Amend

TLL FEB 9 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 3, 1998

LADELLE J.F. HAMMOND, PARALEGAL
BUCKINGHAM, DOOLITTLE & BURROUGHS, LLP
4800 N. FEDERAL HWY., SUITE 104A
BOCA RATON, FL 33431

SUBJECT: ALLIED MARINE GROUP, INC.
Ref. Number: P92000010743

We have received your document for ALLIED MARINE GROUP, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The fee to file articles of amendment is \$35. For each certified copy requested, please add an additional \$52.50.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 498A00006101

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ALLIED MARINE GROUP, INC.**

FILED
98 FEB -9 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes (1997), this Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE VI is amended as follows:

The Board of Directors shall consist of the following two (2) persons:

Anthony A. Pasca, Jr.
The Allied Group, Inc.
1445 S. E. 16th Street
Ft. Lauderdale, FL 33316

Dwight Tracy
The Allied Group, Inc.
1445 S. E. 16th Street
Ft. Lauderdale, FL 33316

Both members of the Board of Directors shall act as Co-Chairman of the Board. At no time shall the Board of Directors consist of less than two (2) members.

The Officers shall consist of the following:

President:

Dwight Tracy
The Allied Group, Inc.
1445 S. E. 16th Street
Ft. Lauderdale, FL 33316

Vice President, Secretary and Treasurer:

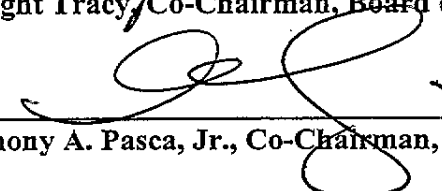
Anthony A. Pasca, Jr.
The Allied Group, Inc.
1445 S. E. 16th Street
Ft. Lauderdale, FL 33316

Date of adoption of this Amendment was pursuant to a Special Meeting of the Shareholders on the 1st day of MAY, 1997.

The number of votes cast for the Amendment were sufficient for approval.

Signed this 22 day of January, 1998

By: 
Dwight Tracy, Co-Chairman, Board of Directors

By: 
Anthony A. Pasca, Jr., Co-Chairman, Board of Directors