

P93000057856

1608 GULF BEACH BLVD
TARPON SPRINGS, FL 34689

727-942-0220
727-938-5402 FAX

Caring_Call_Inc@televault.com

A CARING CALL, INC.

November 5, 1998

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-11/09/98--01067--006

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

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Dear Technician:

My client, Cleveland Diesel & Yacht, Inc. has amended their articles of incorporation to add two new officers.

Their check is enclosed.

If you have any questions, please call me, Frank Webster, @ 727-942-0200.

Sincerely,



Frank W. Webster
Sec./Treas.

FILED
98 NOV -9 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CM
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Amend
3pgs
11-09-98

Accounting for the 21st Century

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CLEVELAND'S DIESEL AND YACHT SERVICE, INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts

the following articles of amendment to its articles of incorporation:

FIRST: Article III – Officers, sub paragraph 2 is here by modified to add two (2) new Managing Directors.

SECOND: The date of effect is Sept 21, 1998 .

THIRD: The amendment was approved by 100 % of the shareholders

Sept 21, 1998
Date:

Louis L Cleveland
Secretary

James L Cleveland
Attest: President

FILED
98 NOV -9 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Cleveland's Diesel and Yacht Service, Inc.
893A00128441
59-3196145
527 Anclote Rd
Tarpon Springs, FL. 34689

MINUTES OF SPECIAL MEETING OF THE SHAREHOLDERS OF CLEVELAND'S DIESEL AND YACHT SERVICE, INC.

Pursuant to waiver of notice of meeting, dated Sept 21, 1998, a special meeting of shareholders of CLEVELAND'S DIESEL AND YACHT SERVICE, INC. was held at 527 Anclote Rd, Tarpon Springs, FL. 34689 on Sept 21, 1998 at 9:00 AM.

A quorum of shareholders attended, as shown by the attached roster. Proxies (if any) were examined and admitted as shown by the attached roster.

The meeting was called to order by the meeting's chairman, James L. Cleveland.

Pursuant to the bylaws of the corporation a vote of the the shareholders was taken adding two (2) new Managing Directors were added. Article III - OFFICERS, sub paragraph 2 is here by modified to add two (2) Managing Directors.

Pursuant to the bylaws of the corporation a vote of the the shareholders was taken and Timothy L. Cleveland and Lee Walker II were elected to the Managing Directorships.

There being no further business to come before the meeting the same was adjourned.

Dated: Sept. 21, 1998

Devin R. Cleveland
Secretary

James L. Cleveland II
Attest: President