

10/11/2004 14:17 5183 5722 LESLIE EVANS ASSOCIATES, P.A. 10/11/04
P940000083580

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BASIC AMENDMENT

PALM BEACH MARINA HOLDING CORP.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 14, 2004

PALM BEACH MARINA HOLDING CORP.
59 ELM STREET
NEW HAVEN, CT 06510

SUBJECT: PALM BEACH MARINA HOLDING CORP.
REF: P94000083580

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

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**ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
PALM BEACH MARINA HOLDING CORP.**

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Pursuant to the provisions of Section 607.1006, Florida Statutes, PALM BEACH MARINA HOLDING CORP., a Florida corporation, hereby amends its Articles of Incorporation, as follows:

Articles are hereby amended to read:

INITIAL BOARD OF DIRECTORS AND OFFICERS: This Corporation shall have two (2) directors initially. The name and address of the initial director of the corporation, who shall hold office until their successors are elected and qualified or until their earlier resignation or removal from office is:

Robert V. Matthews, President
158 S. Ocean Blvd.
Palm Beach, Florida 33480

Donald R. Perry, III, Vice President
59 Elm Street
New Haven, Connecticut 06510

The foregoing Amendment to the Articles of Incorporation of was approved and adopted by the Board of Directors on October 13, 2004 in accordance with Section 607.1006, Florida Statutes. and Shareholder action was not required.

IN WITNESS WHEREOF, the undersigned President of this Corporation, pursuant to the approval and authority given has executed these Articles of Amendment this 13th day of October, 2004.



Robert V. Matthews, President

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**CONSENT IN LIEU OF A JOINT SPECIAL MEETING
OF THE SHAREHOLDERS
AND THE BOARD OF DIRECTORS OF
PALM BEACH MARINA HOLDING CORP.**

The undersigned, being the President of PALM BEACH MARINA HOLDING CORP., a Florida corporation, hereby consents and subscribes to the following acts and resolutions in lieu of holding a formal special meeting regarding the same, pursuant to the provisions of Sections 607.0704 and 607.0821, Florida Statutes:

RESOLVED, that the number, names and addresses of the directors of the Corporation be, and it is hereby amended as follows:

Robert V. Matthews
158 S. Ocean Blvd.
Palm Beach, Florida 33480


Donald R. Perry, III
59 Elm Street
New Haven, Connecticut 06510

FURTHER RESOLVED, that Leslie Robert Evans, Registered Agent be and he is hereby authorized and directed to execute and file with the Secretary of State of Florida an amendment to the Articles of Incorporation reflecting the above amendment.

EFFECTIVE DATE: October 13, 2004

DIRECTORS:


Robert V. Matthews, President


Donald R. Perry, III, Vice President