

P95000056579

DAVID W. CARY

ACCOUNTANT & CONSULTANT
1325-C DEL PRADO BOULEVARD S.
CAPE CORAL FLORIDA 33990
TELEPHONE (941)-458-0777
FAX (941)-458-4767

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JUN 27 PM 3:49

June 24, 2002

Florida Department of State
Divisions of Corporations
P.O. Box: 6327
Tallahassee, Florida 32314

RE: William R Barnett Inc.

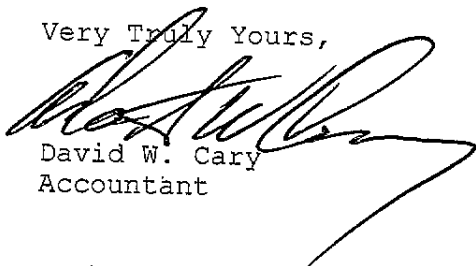
800006064778--3
-06/27/02--01044--007
*****35.00 *****35.00

Gentlemen or Ladies:

Enclosed please find Check 2049 in the amount of \$35.00 to cover the filing fees of the above Corporation.

Should you have questions, please feel free to contact me at the above number.

Very Truly Yours,



David W. Cary
Accountant

DWC\

Amend & N/C

V SHEPARD JUL 5 2002

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JUN 27 PM 3:49

ARTICLES OF AMENDMENT

To
William R. Barnett, Inc.
ARTICLES OF INCORPORATION

Pursuant to the provision of Chapter 607, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: That the Corporation changes its name to Barnett Marine, Inc. effective as soon as possible.

SECOND: That Article III be amended from 100 shared par value \$1.00 to 1,000 shares par value \$1.00.

THIRD: This amendment was adopted by the Board of Directors and officers of the Corporation on 12th day of June 2002.

FOURTH: The above amendment was approved by the shareholders of the Corporation on the 12th day of June 2002.

DATED June 12, 2002

William R. Barnett
Shareholder-William R. Barnett

William R. Barnett
President- William R. Barnett
William R. Barnett
Secretary- William R. Barnett