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May 30, 1997

Secretary of State
State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

400002200544--7
-06/03/97--01116--004
*****35.00 *****35.00

Re: Articles of Amendment - Westport Yacht Sales, Inc.

Dear Sir or Madam:

Enclosed please find an original Articles of Amendment of Westport Yacht Sales, Inc., amending Article IV of the Articles of Incorporation to authorize the issuance of EIGHT HUNDRED THOUSAND (800,000) shares of common stock. Also enclosed is our trust account check in the amount of \$35.00 as and for the filing fee for the Amendment.

Should you have any questions, please do not hesitate to contact our office.

Sincerely,



MICHAEL D. CIRULLO, JR.

MDC/lmh
970024
secstat2.ltr

FILED
97 JUN -3 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DNC
6.12.97

Amend

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
WESTPORT YACHT SALES, INC.

FILED
97 JUN -3 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: Amendments adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is EIGHT HUNDRED THOUSAND (800,000) shares. The shares shall be of single class, and shall have a par value of ONE (\$1.00) DOLLAR.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

The Corporation desires to increase the number of authorized shares to 800,000 shares. To implement the amendment, the corporation held a joint special stockholders and directors meeting, during which the amendment was approved, the originally issued shares were recalled, and the appropriate number of shares were issued to each shareholder.

THIRD: The date of each amendment's adoption: April 29, 1997

FOURTH: Adoption of Amendment(s) (CHECK ONE)

XX The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

 The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s)
was/were sufficient for approval by _____

_____ The amendment(s) was/were adopted by the board of
directors without shareholder action and shareholder
action was not required.

_____ The amendment(s) was/were adopted by the incorporator
without shareholder action and shareholder action was not
required.

Signed this 21 day of MAY, 1997.

Signature: _____

(By ~~the~~ Chairman or Vice Chairman of the Board of
Directors, President or other officer if adopted by the
shareholders)

OR

(By a Director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

RUSSELL S. PRESTON, III
(Typed or Printed Name)

President
TITLE