

P97000010223

JOSIAS, GOREN, CHEROF, DOODY & EZROL, P.A.

ATTORNEYS AT LAW

SUITE 200

3099 EAST COMMERCIAL BOULEVARD
FORT LAUDERDALE, FLORIDA 33308

TELEPHONE (954) 771-4500

FACSIMILE (954) 771-4923

STEVEN L. JOSIAS
SAMUEL S. GOREN
JAMES A. CHEROF
DONALD J. DOODY
KERRY L. EZROL

LEONARD G. RUBIN
MICHAEL J. PAWELCZYK
ROBERT W. VALE
LUSAN C. VANESKAHIAN
MICHAEL D. CIRULLO, JR.

March 21, 1997

VIA OVERNIGHT DELIVERY

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

100002121791--3
-03/24/97--01115--003
*****35.00 *****35.00

Re: Articles of Amendment - Dulcinea, Inc.

Dear Sir or Madam:

Enclosed please find an original Articles of Amendment of Dulcinea, Inc., changing the name of the corporation to Westport Yacht Sales, Inc. Also enclosed is our trust account check in the amount of \$35.00 as and for the filing fee for the Amendment. The Articles are being amended by the Incorporator as no organizational meeting has taken place nor has any stock been issued by Dulcinea, Inc.

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

Sincerely,


MICHAEL D. CIRULLO, JR.

MDC/lmh
970024
secstate.ltr

FILED
97 MAR 24 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SH 3/26

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

DULCINEA, INC.

FILED
97 MAR 24 AM 8:59
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 I

NAME

The name of this corporation shall be:

WESTPORT YACHT SALES, INC.

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:

N/A

THIRD: The date of each amendment's adoption: March 21, 1997.

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

_____ 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.

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

Signed this 21ST day of MARCH, 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)

Incorporator

TITLE

970024
AMEND1