

P98000040880

LAW OFFICES
PAMELA S. TERRANOVA, ESQ.

SUITE 700 • BARNETT BANK PLAZA
ONE EAST BROWARD BOULEVARD
FORT LAUDERDALE, FLORIDA 33301
PH: (954) 713-2755 FAX: (954) 713-2756

FILED
99 JAN -6 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 4, 1998

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

VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED

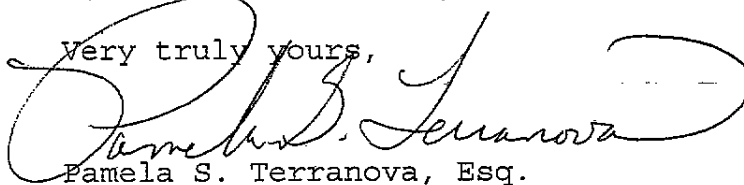
RE: Articles of Amendment - Stem to Stern Marine Associates, Inc.

Dear Ladies/Gentlemen:

Enclosed for filing, please find an original copy of Articles of Amendment, with Attachments, and Stem to Stern Marine Associates, Inc. Check No. 533 in the amount of \$35.00, representing the filing fee associated with the enclosed Articles of Amendment.

I thank you in advance for your attention to this matter. If you have any questions or require further information, please do not hesitate to contact me.

Very truly yours,



Pamela S. Terranova, Esq.

200002683712--8
-11/09/98--01137--002
*****35.00 *****35.00

PST/wp
Enclosures

cc: Armin Ewald, President
Stem to Stern, Inc.

*Pam Terranova gave authorization
to add date of adoption 1/7/99
WB*

Amend

VS JAN 8 1999



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 16, 1998

PAMELA S. TERRANOVA, ESQ.
SUITE 700, BARNETT BANK PLAZA
ONE EAST BROWARD BLVD.
FT. LAUDERDALE, FL 33301

SUBJECT: STEM TO STERN MARINE ASSOCIATES, INC.
Ref. Number: P98000040880

We have received your document for STEM TO STERN MARINE ASSOCIATES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

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.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

The document must also contain the address of the registered agent which must be at a Florida street address.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard

*Rec'd 1/6
Dir. of Corp.*

LAW OFFICES
PAMELA S. TERRANOVA, ESQ.

SUITE 700 • BARNETT BANK PLAZA
ONE EAST BROWARD BOULEVARD
FORT LAUDERDALE, FLORIDA 33301
PH: (954) 713-2755 FAX: (954) 713-2756

January 5, 1999

State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399
ATTN: Velma Shepard - Corporate Specialist

VIA FEDEX

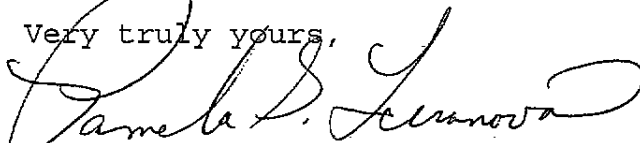
RE: Revised Articles of Amendment - Stem to Stern Marine
Associates, Inc.

Dear Ms. Shepard:

Pursuant to your November 16, 1998, correspondence, enclosed for filing, please find a revised original copy of Articles of Amendment, with Attachments, and Certificate of Re-Designation of Registered Agent. A check for \$35.00 (Stem to Stern Check No. 533) representing the filing fee associated with the enclosed Articles of Amendment was previously forwarded to you on November 9, 1998.

I thank you for your continuing attention to this matter. If you have any questions or require further information, please do not hesitate to contact me.

Very truly yours,



Pamela S. Terranova, Esq.

PST/wp
Enclosures

cc: Armin Ewald, President
Stem to Stern, Inc.

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
STEM TO STERN MARINE ASSOCIATES, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Amendment are being filed in accordance with Florida Statutes §607.1006 and to effectuate the assignment of certain stock and resignation of certain officers of Stem to Stern Marine Associates, Inc. (hereinafter the "Corporation").

1. Those certain Articles of Incorporation of Stem to Stern Marine Associates, Inc. (hereinafter the "Articles"), filed with the Secretary of State on May 6, 1998 are hereby amended as follows:

A. As a result of the Assignment of Stock Subscription and Resignation of Directors/Officers dated October 22, 1998, (copies attached), Article IV of the Articles, entitled Registered Agent, is hereby amended by removing the name of Anthony Paul Porreca as Registered Agent of the "Corporation" and designating Armin Ewald as the Corporation's new Registered Agent whose address is 800 S.W. 12th Avenue, Fort Lauderdale, FL, 33312.

B. As a result of the Assignment of Stock Subscription and Resignation of Directors/Officers dated October 22, 1998, (copies attached), Article VI of the Articles, entitled Officers and Directors, is hereby amended by removing the names of James Porreca and Anthony Paul Porreca as President and Secretary, respectively, and appointing Armin Ewald as President/Vice-President/Secretary.

2. The foregoing Articles of Amendment to the Articles of Incorporation for Stem to Stern Marine Associates, Inc., was adopted by unanimous vote of the Board of Directors, without shareholder action and shareholder action was not required, on November 4, 1998.

3. The Registered Agent appointed herein has accepted the responsibilities of said appointment as evidenced by the attached Certificate of Re-Designation and Acceptance of Appointment of Registered Agent.

4. The remaining Articles not amended herein shall remain in full force and effect.

DATED THIS 4th DAY OF NOVEMBER, 1998.

STEM TO STERN MARINE
ASSOCIATES, INC.

BY: 


ARMIN EWALD, PRESIDENT

**CERTIFICATE OF RE-DESIGNATION
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT FOR
STEM TO STERN MARINE ASSOCIATES, INC.**

STEM TO STERN MARINE ASSOCIATES, INC., desiring to continue its organization and qualification as a corporation duly authorized under the laws of the State of Florida, with its principal place of business located at the City of Fort Lauderdale, Broward County, Florida, has named Armin Ewald as its newly designated Registered Agent to accept service of process within the State of Florida at the following address: 800 S.W. 12th Avenue, Fort Lauderdale, FL, 33312.

STEM TO STERN MARINE
ASSOCIATES, INC.

BY: _____

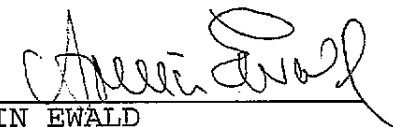

ARMIN EWALD, PRESIDENT

DATE: _____

November 4, 1998

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, I hereby accept such appointment and acknowledge that I am familiar with and accept the obligations associated with said appointment as set forth in the statutory provisions of the State of Florida governing same.

BY: _____


ARMIN EWALD

DATE: _____

November 4, 1998