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GAY AND GORDON ATTORNEYS, P.A.

699 - 1ST AVENUE NORTH

P.O. BOX 265

ST. PETERSBURG, FLORIDA 33731

WILLIAM W. GAY (1919 - 1993)
SEYMOUR A. GORDON
RENEE H. GORDON

TELEPHONE
(727) 896-8111
FAX (727) 822-2234

April 6, 2000

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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*****35.00 *****35.00

Re: ShipsStore.com, Inc. - name change of corporation

Gentlemen:

I am enclosing the original and one copy of the Articles of Amendment to Articles of Incorporation of ShipsStore.com, Inc.


The purpose of this amendment is to change the name of the corporation to the following:

AllNautical.com, Inc.

My firm's check in the amount of \$35.00 is enclosed to cover the filing fee for the amendment.

Thank you for your assistance.

Sincerely yours,



Seymour A. Gordon

SAG/sp
Enclosures

FILED
00 APR 10 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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n/c

Articles of Amendment
to
Articles of Incorporation
of
ShipsStore.com, Inc.

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: "ARTICLE I" of the Articles of Incorporation is hereby amended and adopted to read:

ARTICLE I.

The name of the corporation shall be:

AllNautical.com, Inc.

SECOND: The date of the above amendment's adoption: 4-15-2000

THIRD: The amendment was approved by all of the shareholders. The number of votes cast for the adoption of the amendment was, therefore, sufficient for approval.

Signed this 4 day of April, 2000.

AllNautical.com, Inc.,
formerly ShipsStore.com, Inc.,
a Florida corporation

By Claudia L. Croft
CLAUDIA L. CROFT, President

FILED
00 APR 10 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA