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FILED
00 MAR 24 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. NORRIS TILTON
REAL PROPERTY LAW
AND ESTATE PLANNING & ADMINISTRATION

March 20, 2000

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

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

RE: CIRCLE T. BOATWORKS, INC.
Name Changed to TILTON MARINE, INC.

Dear Sir/Madam:


Enclosed is an original and one copy of the Articles of Amendment changing the name of the corporation from Circle T. Boatworks, Inc. to Tilton Marine, Inc.

Also, enclosed is our check in the amount of \$35.00 to cover the filing fee.

Please return a non-certified copy of the Articles of Amendment to me. The corporation has no assets at this time other than \$1,000.00 in cash.

Thank you for your cooperation in this matter.

Very truly yours,


C. Norris Tilton

CNT/jat
Enclosures

Amend. & N/C

VS
3-31-2000

**ARTICLES OF AMENDMENT
OF
CIRCLE T BOATWORKS, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I and ARTICLE VI of the Articles of Incorporation of **CIRCLE T. BOATWORKS, INC.**, which was incorporated November 23, 1998, are hereby amended to read as follows:

ARTICLE I – NAME

The name of this corporation shall be:

TILTON MARINE, INC.

The principal place of business of this corporation shall be 1421 Elizabeth Avenue, Jensen Beach, Florida 34957, or at such place as is from time to time designated.

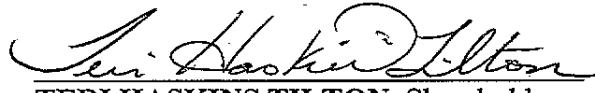
ARTICLE VI
SHAREHOLDERS AND DIRECTORS

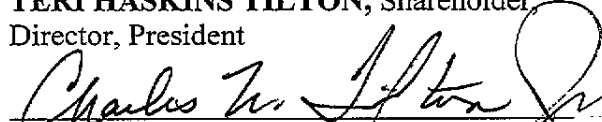
This Corporation shall have one Director. The maximum number of Directors of the corporation shall be seven (7). The Shareholders and Directors are as follows:

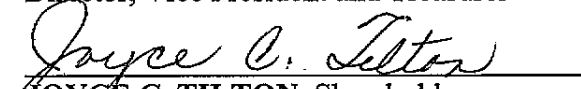
TERI HASKINS TILTON	1421 Elizabeth Avenue Jensen Beach, FL 34957
CHARLES N. TILTON, JR.	2102 S.E. Tiffany Avenue Port St. Lucie, FL 34952
JOYCE C. TILTON	2126 N.E. River Court Jensen Beach, FL 34957

The foregoing amendments were adopted by all of the Shareholders and Directors of the Corporation on March 15, 2000, effective this same date.

IN WITNESS WHEREOF, the undersigned Shareholders, Directors and Officers of this Corporation have executed these Articles of Amendment, this 22nd day of March, 2000.



TERI HASKINS TILTON, Shareholder,
Director, President

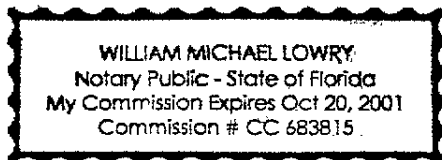

CHARLES N. TILTON, JR., Shareholder,
Director, Vice President and Treasurer


JOYCE C. TILTON, Shareholder,
Director, Secretary

STATE OF FLORIDA
COUNTY OF MARTIN

THE FOREGOING Articles of Amendment was acknowledged before me this 22nd day of March, 2000, by **TERI HASKINS TILTON, CHARLES N. TILTON, JR., and JOYCE C. TILTON**, being all of the Shareholders, Directors and Officers of **CIRCLE T. BOATWORKS, INC.**, a Florida Corporation, on behalf of the corporation.


Notary Public



My Commission Expires: Oct 20, 2001