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DAVID A. SCHWARTZ
ATTORNEY AT LAW

8181 WEST BROWARD BOULEVARD
SUITE 204
PLANTATION, FLORIDA 33324

July 10, 1998

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JUL 13 PM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TELEPHONE (904) 472-0199
FAX (904) 472-9334

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

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

Re: Semco Marine, Inc. (the "Corporation")

Gentlemen:

Enclosed please find an original Consent of Shareholders and Directors of Semco Marine, Inc., a Florida corporation, dated July 6, 1998. Please file said Consent with the Florida Bureau of Corporate Records immediately upon your receipt of same.

This filing effectively appoints two (2) new Directors to the Corporation's Board, to wit: Poul Noerby, as Chairman of the Board and Erik Groen. Additionally, Magnus H. Hannesson is appointed as the new President of the Corporation.

With these new appointments, Claus Toennesen and Morton B. Rasmussen are removed from the Corporation's Board of Directors, and Morton B. Rasmussen is likewise removed as President.

It is most important that these new appointments be reflected on the State's on-line data bank as soon as possible, in that the Corporation's banking relationships are requiring this information be made a matter of State record prior to their honoring the newly named directors and officers.

I herewith enclose my check number 1855 in payment of the requisite filing fee. Please send confirmation of said filing directly to my office. Thank you for your immediate cooperation in this matter.

Very truly yours

David A. Schwartz

DAVID A. SCHWARTZ
Attorney at Law

DAS:ch
Enclosure as indicated
cc: Semco Marine, Inc.

Amend.

VS JUL 16 1998

ARTICLED OF AMENDMENT

The undersigned, being all of the Shareholders and Directors of **SEMCO MARINE, INC.**, a Florida corporation (hereinafter referred to as the "Corporation"), under the provisions of Section 607.0704 and 607.0821 of the Florida General Corporation Act, as amended, hereby consent to the following action to be taken by the Corporation in lieu of the Annual Meeting of its Shareholders and Directors:

RESOLVED, that the following persons be, and they hereby are, elected Directors of the Corporation for the ensuing corporate year, or until their successors are elected and qualified:

POUL NOERBY, as Chairman of the Board

ERIK GROEN

RESOLVED, that the following person be, and he hereby is, elected officer of the Corporation for the ensuing corporate year, or until his successors are elected and qualified:

MAGNUS H. HANNESSON **President**

RESOLVED, that effective July 15, 1998, **CLAUS TOENNESEN** and **MORTON B. RASMUSSEN** are removed as members of the Board of Directors of the Corporation, and **MORTON B. RASMUSSEN** is removed as President of the Corporation, and from said date retain no role or involvement in the Corporation whatsoever, whether it be as a director, officer or employee.

RESOLVED, that the actions of the Directors and Shareholders of the Corporation taken since the last Annual Meeting of the Directors and Shareholders of the Corporation be, and the same hereby are, fully ratified and approved.

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RESOLVED, that this Consent shall be in lieu of any Annual Meeting of the Directors and Shareholders of the Corporation, and shall be filed in the Minute Book of the Corporation in place of the minutes of any such Annual Meeting.

Dated this 6 day of July, 1998.

"SOLE SHAREHOLDER"

SEMCO A/S, a corporation
organized in the Country of
Denmark

By: _____


POUL NOERBY
Chairman

"DIRECTORS"



POUL NOERBY
Director



ERIK GROEN
Director