

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "NEW BW, INC.", CHANGING ITS NAME FROM "NEW BW, INC." TO "BOSTON WHALER, INC.", FILED IN THIS OFFICE ON THE THIRD DAY OF JUNE, A.D. 1996, AT 9 O'CLOCK A.M.

2623950 8100
991124955



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State
9666953

AUTHENTICATION: 04-05-99

DATE:

TRADEMARK
REEL: 2586 FRAME: 0830

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION**

**NEW BW, INC., a corporation organized and existing under and by virtue of the
General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:**

**FIRST: That the Board of Directors of said corporation by the unanimous written
consent of its members adopted a resolution proposing and declaring advisable the
following amendment to the Certificate of Incorporation of this corporation:**

**RESOLVED, that the Certificate of Incorporation of NEW BW, INC. be
amended by changing Article FIRST thereof so that, as amended, said Article shall
be and read as follows:**


"The name of the corporation is BOSTON WHALER, INC."

**SECOND: That in lieu of a meeting and vote of stockholders, the stockholders
have given unanimous written consent to said amendment in accordance with the
provisions of Section 228 of the General Corporation Law of the State of Delaware.**

**THIRD: That the aforesaid amendment was duly adopted in accordance with the
applicable provisions of Sections 242 and 228 of the General Corporation Law of the State
of Delaware.**

**IN WITNESS WHEREOF, said NEW BW, INC. has caused this certificate to be
signed by its authorized officer this 30th day of May, 1996.**

NEW BW, INC.

By 
**Michael D. Schmitz
Secretary**