

Division of Corporations

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BASIC AMENDMENT

BRIGHT STAR COMMUNICATIONS, INC.

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Amendment

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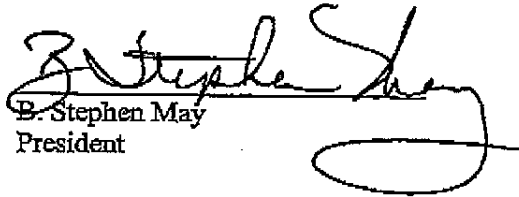
**ARTICLES OF AMENDMENT
OF
BRIGHT STAR COMMUNICATIONS, INC.**

The Articles of Incorporation of Bright Star Communications, Inc., a Florida corporation (the "Corporation"), are hereby amended by striking Article 3 in its entirety and by substituting in its place the following:

3. Authorized Shares. The Corporation is authorized to issue 20,000,000 shares of common stock having a \$0.0001 par value per share. No share shall be issued except upon payment to the Corporation of the par value of the share in cash or other consideration permitted by law as payment for shares.

The amendment was approved and adopted by written consent of the shareholders and the director of the corporation on May 14, 2001. The number of votes cast for the amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the president has executed these Articles of Amendment.


B. Stephen May
President

LISA-436189.1

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