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July 31, 2002

REPLY TO:

Merritt Island
Writer's E-Mail Address
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Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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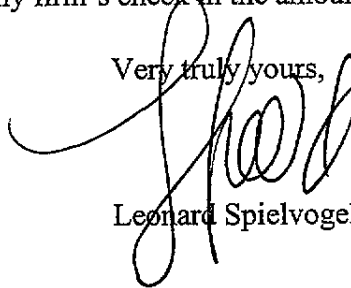
Re: Happel/Suntree Isles, Corp.
Our File No. 15290/38052

Ladies and Gentlemen:

I am enclosing an original and one copy of the Articles of Amendment to the Articles of Incorporation for Suntree Isles, Corp. Please return the copy stamped with the filing information to the undersigned.

I am also enclosing my firm's check in the amount of \$35.00 for the filing fee.

Very truly yours,



Leonard Spielvogel

FILED
02 AUG -5 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LLS:pb

Enclosures

cc: Client
(without enclosures)

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**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
SUNTREE ISLES, CORP.**

Pursuant to the provisions of Section 607.0704 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is **SUNTREE TECHNOLOGIES, INC.**
(hereinafter "Corporation").

ARTICLE II - ADOPTION AND TEXT OF AMENDMENTS

In accordance with the provisions of Section 607.0704 of the Florida Statutes, the sole Shareholder of the Corporation approved the Resolution amending Article I of the Articles of Incorporation on the 15th day of March, 2002. The following is a true and correct copy of the Resolution amending Article I of the Articles of Incorporation:

RESOLVED, that Article I of the Articles of Incorporation of the Corporation is amended in its entirety to read as follows:

"ARTICLE I - NAME

The name of this corporation shall be **SUNTREE
TECHNOLOGIES, INC.**"

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II - ADOPTION AND TEXT OF AMENDMENT

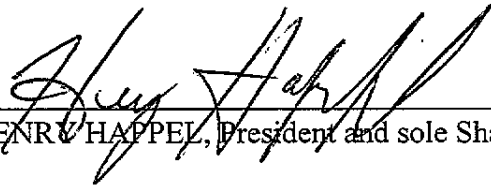
The sole Shareholder of the Corporation approved a resolution amending Article I of the Articles of Incorporation by written consent dated March 15, 2002, in accordance with the provisions of Section 607.0704 of the Florida Statutes.

ARTICLE III - EFFECTIVE DATE OF AMENDMENT

The effective date of this Amendment to the Articles of Incorporation of the Corporation provided herein will be as of the 15 day of March, 2002.

Dated this 17th day of March _____, 2002.

SUNTREE TECHNOLOGIES, INC.

By: 
HENRY HAPPEL, President and sole Shareholder