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ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF STAR ISLAND DEVELOPMENT CORP.

STAR ISLAND DEVELOPMENT CORP., a Florida corporation (the "Corporation"), hereby amends its Articles of Incorporation as follows:

1. Article X of the Articles of Incorporation of the Corporation is deleted and the following is substituted therefore:

ARTICLE X

Directors

The number of Directors may be either increased or diminished from time to time by the Shareholders in accordance with the Bylaws of this Corporation, but there shall always be at least one Director.

Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders or for no cause.

In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

2. The foregoing Amendment was adopted on July 10, 2003, by unanimous written consent of the Corporation's Board of Directors, and was approved on July 10, 2003, by the sole shareholder of the corporation by written consent pursuant to Section 607.0704 of the Florida Statutes. The number of votes cast by the shareholders for the Amendment was sufficient for approval by the shareholders. The shareholders are not divided into voting groups.

3. Except as modified hereby, the Articles of Incorporation of the Corporation shall remain in full force and effect.

Dated this 10 day of July, 2003.

STAR ISLAND DEVELOPMENT CORP.

By: Hillel A. Meyers Pres

Hillel A. Meyers, President