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July 20, 2000

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Via Federal Express

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32301

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-07/21/00-01081-007
*****47.75 *****43.75

Re: LAPIS DEVELOPMENT, INC. / OCEAN PEARL DEVELOPMENT, INC.
Our File No. 97032-29

Dear Sir/Madam:

In connection with the above, enclosed please find the following:

1. Original Articles of Amendment to Articles of Incorporation of LAPIS DEVELOPMENT, INC. to be filed with the State;
2. One copy of the Articles of Amendment to Articles of Incorporation to be certified and returned to this office;
3. Check in the amount of \$47.75 representing the filing fee.

Please file this Amendment to Articles of Incorporation and return the certified copy to this office at the address above. Please do not hesitate to contact our office if there are any questions.

Very truly yours,

Gregory W. Glass/rv
Gregory W. Glass

/rv
encs.

Name Change
WFT 7-28-2000

MELBOURNE
321-727-8100

ORLANDO
407-843-8880

TALLAHASSEE
850-222-7717

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 21 PM 3:06

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

LAPIS DEVELOPMENT, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JUL 21 PM 3:06

THE UNDERSIGNED, Maurice Kodsi, as President of Lapis Development, Inc., a Florida corporation (the "Corporation"), for and on behalf of the Corporation, hereby executes these Articles of Amendment to the Articles of Incorporation of the Corporation:

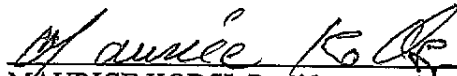
ARTICLE FIRST: The name of the Corporation is Lapis Development, Inc.

ARTICLE SECOND: The name of the Corporation is hereby changed to: **OCEAN PEARL DEVELOPMENT, INC.**

ARTICLE THIRD: This Amendment to the Articles of Incorporation of the Corporation set forth above was duly adopted by the Board of Directors on July 12, 2000 and approved by the unanimous vote of the shareholders, such vote being sufficient for approval.

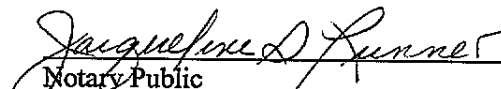
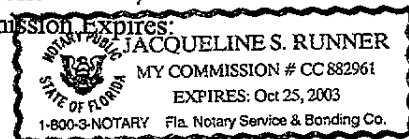
ARTICLE FOURTH: The effective date of these Articles of Amendment shall be upon the filing thereof with the Florida Department of State.

IN WITNESS WHEREOF, the President of the corporation has executed these Articles of Amendment as of the 19th day of July, 2000.


MAURICE KODSI, President

STATE OF FLORIDA)
) S.S.:
COUNTY OF BREVARD)

The foregoing instrument was acknowledged before me this 19 day of July, ²⁰⁰⁰1999, by Maurice Kodsi, as President of Lapis Development, Inc., a Florida corporation, who [☒] is personally known to me or [☐] produced n/a as identification.


Notary Public
My Commission Expires:
JACQUELINE S. RUNNER
MY COMMISSION # CC 882961
EXPIRES: Oct 25, 2003
1-800-3-NOTARY Fla. Notary Service & Bonding Co.