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Mr. Protano Secretary **ONE**

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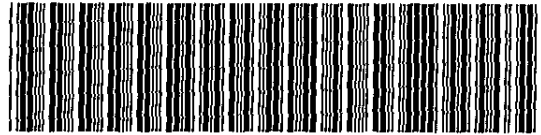
CORRECT Incorporator to Director

DATE 11/7/02

DQC. EXAM. File

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 NOV - 7 AM 7:50

FILED

T BROWN NOV - 8 2002

LAW OFFICE OF BEN PROTANO

2500 HOLLYWOOD BOULEVARD, SUITE 411
HOLLYWOOD, FL 33020 U.S.A.
PHONE: (954) 927-6714 • FAX: (954) 927-6711
email: benprotanoesquire@hotmail.com

October 17, 2002

State of Florida
Division of Corporations
Attn: Corporate Amendment
P.O. Box 6327
409 E. Gaines Street
Tallahassee, FL 32399

RE: Suntower Marine Fabricators, Inc.

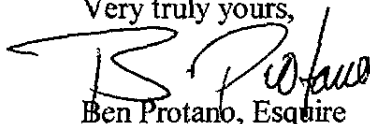
To Whom It May Concern:

Enclosed please find the original Amendment to Articles of Incorporation of Suntower Marine Fabricators, Inc. Also, please find check number 1347 in the amount of \$52.50 (fifty-two dollars and 50 cents) which represents the fees necessary to amend the Articles of Incorporation and to obtain certified copies of the amendment and certificate of status.

Please note for the corporate records that the Federal Employer Identification Number of Suntower Marine Fabricators, Inc. is 65-1153338.

If you have any questions or comments, please feel free to contact my office at the telephone number listed above.

Very truly yours,



Ben Protano, Esquire

BP/apu

Enclosures as stated



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

October 25, 2002

BEN PROTANO
LAW OFFICE OF BEN PROTANO
2500 HOLLYWOOD BLVD., SUITE 411
HOLLYWOOD, FL 33020

SUBJECT: SUNTOWER MARINE FABRICATORS, INC.
Ref. Number: P01000107590

We have received your document for SUNTOWER MARINE FABRICATORS, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6869.

Teresa Brown
Document Specialist

Letter Number: 702A00059006

LAW OFFICE OF BEN PROTANO

2500 HOLLYWOOD BOULEVARD, SUITE 411
HOLLYWOOD, FL 33020 U.S.A.
PHONE: (954) 927-6714 • FAX: (954) 927-6711
email: benprotanoesquire@hotmail.com

October 29, 2002

State of Florida
Division of Corporations
Attn: Teresa Brown, Document Specialist
P.O. Box 6327
409 E. Gaines Street
Tallahassee, FL 32399

RE: SUNTOWER MARINE FABRICATORS, INC.
Response to Letter Number: P01000107590

Dear Ms. Brown:

In response to your letter of October 25, 2002, I am enclosing the corrections to the Amendment to Articles of Incorporation of Suntower Marine Fabricators, Inc. along with your letter of October 25, 2002. Please file the Amendment and forward certified copies of the amendment and certificate of status to our office. Check number 1347 in the amount of \$52.50 has been previously forwarded to cover costs associated with this filing.

Thank you for your prompt attention to this matter. If you have any questions or comments, please feel free to contact my office at the telephone number listed above.

Very truly yours,


Ben Protano, Esquire

BP/apu

Enclosures as stated

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED
02 NOV - 7 AM 7:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUNTOWER MARINE FABRICATORS, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida Profit Corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: AMENDMENTS ADOPTED: Articles IV and VII shall be effectively amended to reflect the following:

The undersigned, acting as **director** for the purposes of amending the Corporate Articles of Suntower Marine Fabricators, Inc. under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation and amending the articles formerly filed.

ARTICLE I: The name of the Corporation is to remain Suntower Marine Fabricators, Inc.

ARTICLE II: The principle place of business and mailing address of this Corporation shall remain 215 SW 28th Street, Fort Lauderdale, FL 33315.

ARTICLE III: The aggregate number of shares of stock that Suntower Marine Fabricators, Inc. shall have the authority to issue and have outstanding at any one time is 100 shares of the Capital Stock with a par value of \$0.0025 per share.

Initial Issue: 100 shares of the Capital Stock of Suntower Marine Fabricators, Inc. shall be issued at a par value of \$0.0025 per share.

Dividends: The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Capital Stock of Suntower Marine Fabricators, Inc.

Class of Stock: The shares of Suntower Marine Fabricators, Inc. are not to be divided into Classes.

ARTICLE IV: The name and Florida street address of the existing Registered Agent are:

David Pioni
215 SW 28th Street
Fort Lauderdale, FL 33315

ARTICLE V: The name and address of the Incorporator is to remain:

Elke Lockert
215 SW 28th Street
Fort Lauderdale, FL 33315

ARTICLE VI: The purpose for which Suntower Marine Fabricators, Inc. is organized is to engage in any and all lawful business for which its shareholders are legally permitted, authorized, or licensed to conduct under the laws of the state of Florida and of the United States.

ARTICLE VII: The Board of Directors consists of one President/Director, David Pioni or his designee/successor; a director is not required to be a resident of the state of Florida nor be a shareholder of Suntower Marine Fabricators, Inc. However, Suntower Marine Fabricators, Inc. shall be authorized to increase or decrease the number

of members of the Board of Directors by a vote of two-thirds of the Shares of Stock in favor of such a proposal.

ARTICLE IIX: The name and address of the person who serves as President/Director for any meeting of shareholders, or until any successor may be elected and qualified, is as follows:

David Pigoni
215 SW 28th Street
Fort Lauderdale, FL 33315

No other Officers or Directors currently participate in corporate activity with Suntower Marine Fabricators, Inc.

ARTICLE IX: Two-thirds of the Stockholders of Suntower Marine Fabricators, Inc. shall be required for any shareholder action.

ARTICLE X: The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a Stockholders meeting, with not less than a two-thirds vote of the common stock.

ARTICLE XI: The holders of the common stock of Suntower Marine Fabricators, Inc. shall have the preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such share(s) of the stock of Suntower Marine Fabricators, Inc. as may be issued for money, any property, or services from time to time, in addition to that stock authorized and issued by Suntower Marine Fabricators, Inc. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of stock held by the holder to all shares of common stock currently authorized and issued.

ARTICLE XII: Where permitted by law, the Board of Directors will be permitted to conduct meetings of the Board of Directors by conference telephone call, provided two-thirds of the Board of Directors consent to said meeting via conference telephone call. Said consent must be confirmed in writing.

SECOND: There are no exchanges of stock in relation to this amendment of articles.

There are no amendments to the classification of the stocks to be issued by Suntower Marine Fabricators, Inc.

There are no cancellation of shares of stock of Suntower Marine Fabricators, Inc.

The number of shares of stock authorized or outstanding of Suntower Marine Fabricators, Inc. shall increase from 2 to 100.

THIRD: Each amendment of the Articles of Suntower Marine Fabricators, Inc. shall be effective as of the date of certification from the State of Florida.

FOURTH: The amendments were adopted by the ~~director~~ without shareholder action and shareholder action was not required.

IN WITNESS OF, the undersigned has made and subscribed Amendments to the Articles of Incorporation in Broward County, Florida, on this 31 day of October, 2002.



David Pigoni
PRESIDENT/DIRECTOR