

P030000062034

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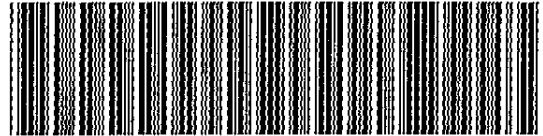
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

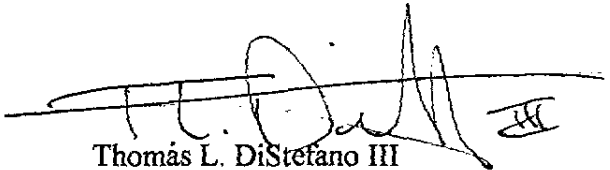
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H2 Ann

STARWEB, INC.

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

July 11, 2003

Please expedite this amendment to our Articles of Incorporation filed on June 05, 2003.
The document number of the corporation is P03000062034.

A handwritten signature in black ink, appearing to read 'T. DiStefano III', is written over a horizontal line. The signature is stylized with a large loop and a trailing flourish.

Thomas L. DiStefano III
President



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 21, 2003

THOMAS DISTEFANO, III
123 NW 13TH STREET, SUITE 214-1
BOCA RATON, FL 33432

SUBJECT: STARWEB, INC.
Ref. Number: P03000062034

We have received your document for STARWEB, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If shareholder approval was not required, a statement to that effect must be contained in the document.

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) 245-6916.

Carol Mustain
Document Specialist

Letter Number: 803A00042408

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03 JUL 30 AM 9:17
DIVISION OF CORPORATIONS

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
STARWEB, INC**

Pursuant to Section 607.0602 of the
Florida Business Corporation Act

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03 JUL 30 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.0602 of the Florida Business Corporation Act (the "FBCA"), Starweb, Inc (the "Corporation") hereby adopts the following Amendment to its Articles of Incorporation (the "Amendment"):

1. The name of the Corporation is Starweb, Inc
2. The Amendment set forth below was duly adopted on June 30, 2003 by the Board of Directors pursuant to a special meeting, duly called and held in accordance with Section 607.0820 of the FBCA.
3. This Amendment to the Corporation's Articles of Incorporation shall amend Article IV in its entirety as follows:

Article IV

The aggregate number of shares which the Corporation shall have the authority to issue is one hundred million (100,000,000) shares having a par value of \$.001 per share, of which ninety-nine million 99,000,000 shall be designated as Common Stock of which fifteen million (15,000,000) will be issued and outstanding and one million (1,000,000) shares shall be designated as Preferred Stock.

Shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors is authorized to fix the number of shares in each series, the designation thereof and the relative rights, preferences and limitations of each series, and specifically, the Board of Directors is authorized to fix with respect to each series (a) voting rights; (b) the dividend rate; (c) redeemable features, if any; (d) rights upon liquidation; (e) whether or not the shares of such series shall be subject to a purchase, retirement or sinking fund provision; (f) whether or not the shares of such series shall be convertible into or exchangeable for shares of any other class and, if so, the rate of conversion or exchange; (g) restrictions, if any, upon the payment of dividends on Common Stock; (h) restrictions, if any, upon the creation of indebtedness; (i) voting powers, if any, of the shares of each series; and (j) such other rights, preferences and limitations as shall not be inconsistent with the laws of the State of Florida.

4. Adoption of Amendment. The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, the Corporation has caused the foregoing Articles of Amendment to the Articles of Incorporation to be signed on July 23, 2003.

STARWEB, INC

By: 

Thomas L. DiStefano III
Chairman/President