

P97000032844

South Star Development Inc.
7520 Republic Dr.
Suite Number 104
Orlando, FL 32819

City/State/Zip

Phone #

400002171374--4

-05/08/97--01087--020

*****35.00 *****35.00

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

MAY 14 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
97 MAY -8 PM 4:21

Examiner's Initials

AMENDMENT TO THE ARTICLES
OF INCORPORATION
OF
SOUTH STAR DEVELOPMENT, INC.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -8 PM 4:21

The undersigned incorporators, for the purpose to amend the **ARTICLE V- INCORPORATORS**, of **South Star Development, Inc.**, a corporation organized under the laws of the State of Florida, filed on April 10th, 1997, under number **P97000032844**, and as per attached Action of its Directors, hereby, file this amendment with the Florida Department of State, regarding to the to the following article:

ARTICLE V - INCORPORATORS

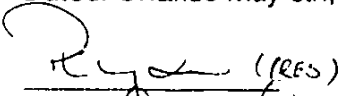
The name and street address of the incorporators of these Articles of Incorporation are:

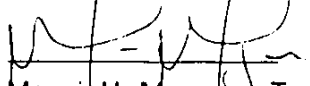
Norberto Rodrigues Duarte, Pres and Secretary
7520 Republic Drive Suite 104
Orlando, Florida, 32819

José Carlos Macedo Correa, V. P. and Treasurer
7520 Republic Drive Suite 104
Orlando, Florida, 32819

Such amendment shall take effect as of May 6th, 1997 when the undersigned officers shall resign from the board of the corporation and from all offices therein and the new directors shall assume their new offices.

Dated: Orlando May 6th, 1997 12:00 PM

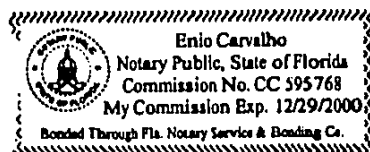
 (RES)
Philip Kuo, President


Moacir H. Menezes, T.
and Secretary.

State of Florida
County of Orange
On this 6th day of May 1997
before me personally appeared

Philip Kuo and Moacir H Menezes
to me known to be the person who executed the foregoing instrument, and acknowledged that he executed the same as his free act and deed.

SEAL (signed) Enio Carvalho
Notary Public



ACTION OF THE DIRECTORS
OF
SOUTH STAR DEVELOPMENT, INC.

* * * * *

The undersigned, being all of the directors of **South Star Development, Inc.**, hereby take the following action without a meeting:

WHEREAS, the directors of the corporation have unanimously recommended approval of the nomination of new directors and shareholders of the corporation, in the persons of: **Norberto Rodrigues Duarte** and **José Carlos Macedo Correa**, to whom all offices shall be transferred.

NOW THEREFORE BE IT RESOLVED, that the proposed transfer of offices be, and the same hereby is, approved on the terms recommended by the directors of the corporation; and it is further

RESOLVED, that the officers of the corporation be, and they hereby are, authorized and instructed to execute such documents as may be necessary and proper to consummate the said transfer of office, and to do all other things necessary and proper in connection therewith, including notifying the Florida Department of State, Division of Corporations, in order to file the proper amendments; and it is further

RESOLVED, that the undersigned, being all of the officers and directors of **South Star Development, Inc.**, hereby appoints and nominate **Norberto Rodrigues Duarte**, as the new President and Secretary of the corporation and **José Carlos Macedo Correa**, as the Vice-President and Treasurer, from this date on, as both of them retain **100%** of the shares of the corporation, and the undersigned, being up to the present date, all of the officers and directors of **South Star Development, Inc.**, hereby resign from the Board of the Corporation and from all offices therein, as of this date; and it is further

RESOLVED, that a copy of this resolution and consent shall promptly be delivered to the secretary of the corporation; and it is further

RESOLVED, that the Secretary of the corporation is instructed to file the foregoing resolution and consent of the directors and officers, together with the resolution of the board recommending the aforesaid transfer of officers, among the records of the corporation.

Philip Kuo (PRES)

Philip Kuo, President

Moacir H. Menezes

Moacir H. Menezes, T.S.

Dated: Orlando, May 6th, 1997 12:00 PM

ACKNOWLEDGMENT

The undersigned Secretary of **South Star Development, Inc.**, this 6th day of May of 1997, hereby acknowledges delivery of the within unanimous action of the Directors relating to the transfer of Offices to: **Norberto Rodrigues Duarte** and **José Carlos Macedo Correa**.

Moacir H. Menezes

Moacir H. Menezes, Secretary

State of Florida
County of Orange
On this 6th day of May 1997
before me personally appeared

Philip Kuo and Moacir H. Menezes
to me known to be the person who executed the foregoing instrument, and acknowledged that he executed the same as his free act and deed.

SEAL (signed) Enio Carvalho
Notary Public



Enio Carvalho
Notary Public, State of Florida
Commission No. CC 595768
My Commission Exp. 12/29/2000

Bonded Through Fla. Notary Service & Bonding Co.