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THE UNITED STATES CORPORATION COMPANY

FILED
00 NOV 29 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 912319 121349A

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 35.00

ORDER DATE : November 29, 2000

ORDER TIME : 10:29 AM

ORDER NO. : 912319-005

CUSTOMER NO: 121349A

CUSTOMER: Louis W. Cheffy, esq
Cheffy Passidomo Pa
Suite 201
821 Fifth Avenue South
Naples, FL 34102

RECEIVED
00 NOV 29 PM 12:16
DIVISION OF CORPORATIONS

DOMESTIC AMENDMENT FILING

NAME: FACTORY BAY HOLDING COMPANY

000003479840--5

EFFICTIVE DATE:

XX ARTICLES OF AMENDMENT
____ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

N.C.

G. COULLIETTE NOV 29 2000

CONTACT PERSON: Jeanine Reynolds -- EXT# 1133
EXAMINER'S INITIALS: ________

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FACTORY BAY HOLDING COMPANY

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: **Amendment adopted:**

The name of the corporation in Article I was changed to:

Pier 81 Development Corporation

SECOND: **If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:**

Not applicable.

THIRD: **The date of each amendment's adoption:** **November 28, 2000**

FOURTH: **Adoption of Amendment (check one)**

XX **The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.**

_____ **The amendment(s) was/were approved by the shareholders through voting groups.**

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by ______________________________."
(voting group)

_____ **The amendment was adopted by the board of directors without shareholder action and shareholder action was not required.**

___ **The amendment was adopted by the incorporator without shareholder action and shareholder action was not required.**

Signed effective as of the November 28, 2000.

Signature David E. Nassif Signature Jack J. Antaramian

David E. Nassif, Shareholder and Vice President

Jack J. Antaramian, President and Shareholder

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ACTION BY SHAREHOLDERS AND DIRECTORS WITHOUT A MEETING

The undersigned, being all of the Stockholders and Directors of Pier 81 Development Corporation, a Florida corporation, pursuant to its Bylaws and Chapter 607, Florida Statutes, do hereby take the following actions by consent, said actions to have the same force and effect, as if taken at a meeting duly called and held therefor:

BE IT RESOLVED, upon filing with the Secretary of State of Florida of the Articles of Merger pertaining to Pier 81 Development Corporation, Cypress Landing Corporation, and Factory Bay Holding Company, the name Pier 81 Development Corporation shall immediately become an asset of Factory Bay Holding Company, and Factory Bay Holding Company shall be authorized to change its name to Pier 81 Development Corporation.

EXECUTED effective as of the 28 day of November, 2000.

STOCKHOLDERS:	DIRECTORS:
Jack J. Antaramian	Jack J. Antaramian
David E. Nassif	David E. Nassif
Jack J. Antaramian	Jack J. Antaramian
David E. Nassif	David E. Nassif

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