

P97000055800



ACCOUNT NO. : 07210000003
REFERENCE : 912319 121349A
AUTHORIZATION : Patricia Pignato
COST LIMIT : \$ 35.00

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

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
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
00 NOV 29 PM 12:16
TO ASST. SEC. OF STATE
SUPPORTIVE OFFICING

DOMESTIC AMENDMENT FILING

NAME: FACTORY BAY HOLDING COMPANY

EFFECTIVE DATE:

000003479840--5

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.
GOULLETTE NOV 29 2000

CONTACT PERSON: Jeanine Reynolds -- EXT# 1133

EXAMINER'S INITIALS: _____

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

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

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

David E. Nassif, Shareholder
and Vice President

Signature

Jack J. Antaramian

Jack J. Antaramian, President
and Shareholder

13811_1.WP5

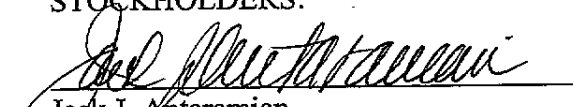
ACTION BY SHAREHOLDERS AND DIRECTORS WITHOUT A MEETING

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:

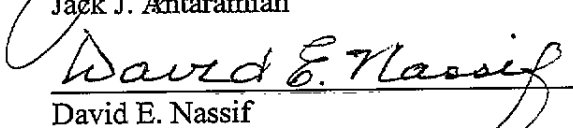
BE IT RESOLVED, upon filing with the Secretary of State of Florida of the Articles of Merger pertaining to Pier 81 Development Corporation, Cypress Landing Corporation, and Factory Bay Holding Company, the name Pier 81 Development Corporation shall immediately become an asset of Factory Bay Holding Company,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

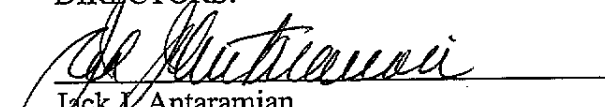


Jack J. Antaramian

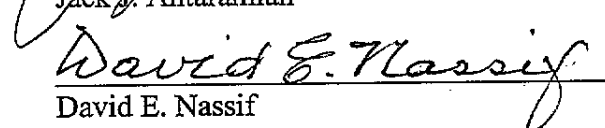


David E. Nassif

DIRECTORS:



Jack J. Antaramian



David E. Nassif