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CONTACT: CHRISTI DE HOWARTZ
PHONE: (305)577-4166
(305)373-6036

FAX #:

NAME: STERLING NEWCO, INC.
AUDIT NUMBER.....H97000014624
DOC TYPE.....BASIC AMENDMENT
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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 5, 1997

STERLING NEWCO, INC.
241 SEVILLA AVENUE SUITE 1005
CORAL GABLES, FL 33134

SUBJECT: STERLING NEWCO, INC.
REF: P97000070077

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of a voluntarily dissolved corporation or limited liability company. The name of a voluntarily dissolved Florida corporation or limited liability company is not available for the assumption or use by another entity until 120 days after the effective date of dissolution unless the dissolved entity provides the Department of State with a notarized affidavit, stating they have no intention of revoking the dissolution, therefore, releasing the name for use to another entity.

Please complete the dates within 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) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H97000014624
Letter Number: 097A00044375

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((H97000014624))

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF STERLING NEWCO, INC.**

The undersigned, being the President of Sterling Newco, Inc., a Florida corporation (the "Corporation"), hereby executes these Articles of Amendment to the Articles of Incorporation of the Corporation, on behalf of the Corporation, and further states as follows

1. ARTICLE I of the ARTICLES OF INCORPORATION of the Corporation shall be amended in its entirety to read as follows:

ARTICLE I -- Name

The name of this corporation is Sterling Starr, Inc. (the "Corporation").

The foregoing amendment was adopted by written consent of the directors in lieu of special meetings on the 2nd day of September 1997.

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

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment to the Articles of Incorporation as of the 2nd day of September, 1997, all in accordance with Section 607.1006, Florida Statutes.

STERLING NEWCO, INC.

By: 

Captain F. Daniel Saffe, President

Q:\CIR\Std\Ar\Sterling NEWCO\Articles-Amend-Newco Change.WPD

This Document Prepared By:
Charles J. Rennert, Esquire #717400
Barman Wolfe & Rennert, P.A.
100 Southeast Second Street, Suite 3500
Miami, Florida 33131
(305) 377-4177


((H97000014624))

AFFIDAVIT

Before me, duly authorized to take oaths, the undersigned, having been duly sworn says:

1. I am an authorized representative for Sterling Starr, Inc. (the "Corporation").
2. The Corporation hereby releases any proprietary rights or authorities it has in and to the name "Sterling Starr, Inc." and in connection therewith specifically authorizes Sterling Newco, Inc. to adopt such name.
3. The Corporation has no present intention to use the name "Sterling Starr, Inc." after the filing of the Articles of Dissolution of Sterling Starr, Inc. with the Florida Department of State.

Dated as of September 2, 1997

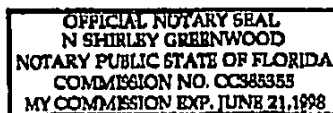

Captain F. Daniel Saffe, President

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

Me BEFORE ME, an officer duly authorized to administer oaths, did personally appear on this the day of September 1997, Captain F. Daniel Saffe, who, having proved his or her identity by production of a valid driver's license or other identification, and being duly sworn, did state that he executed the foregoing, on his or her own behalf, effective as of the date first set forth therein.

My commission expires:

[NOTARIAL SEAL]




Notary Public

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