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NEW FILINGS	AMENDMEN	TS.		99 MAR 19 AMII: SECRETARY OF S
Profit	Amendment		1	
NonProfit	Resignation of R./	., Officer/Director	1	
Limited Liability	Change of Register	red Agent	7	FES
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Other	Merger		1	OM
OTHER FILINGS  Annual Report  Fictitious Name  Name Reservation	REGISTRA QUALIFIC Foreign Limited Partnershi Reinstatement		and and	
	Trademark			•

CR2E031(1/95)

Examiner's Initials

### ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

Sterling Yacht And Ship Builders

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

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

See ATTACLED

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SELUN AN ASSEE, FLORIDA

**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:

See ATTAcked

THIRD:	The date of each amendment's adoption: May 17, 1999				
	: Adoption of Amendment(s) (CHECK ONE)				
×	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were 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				
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.				
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.				
Signed this $17$ day of $MA$ , $19$ $99$ .					
Signature	Mr.				
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)					
OR					
(By a director if adopted by the directors)					
	OR				
	(By an incorporator if adopted by the incorporators)				
	Steven Levin Typed or printed name				
	Dresident Title				

## Sterling Yacht and Ship Builders, Inc.

2565 NE 26 Terrace Ft. Lauderdale, FL 33305 Tel. 954.566.7788 Fax.954.630.9505

May 17, 1999

EIN 65-0912978

Incorporated-April 13, 1999

The law firm that I hired to form this corporation listed the officer and directors incorrectly, other then myself, the other people did not yet consent to hold their respective positions. There for on this date the shareholders of the company unanimously voted to accept the following amendments to the articles of incorporation:

First Amendment: Article 5-Officers Accepted

#### Remove as Officers

Luiz De-Basto Vice-President
John Peddie Secretary
Jonh Peddie Treasurer

#### Add as Officers

Steven Levin Secretary 2565 NE 26 Terr. Ft. Lauderdale, FL. 33305

Steven Levin Treasurer 2565 NE 26 Terr. Ft. Lauderdale, FL. 33305

Second Amendant: Article 6-Directors Accepted

#### Remove as Directors

John Peddie Luiz De-Basto Akira Hirose

Steven Levin

President and Sole Share Holder