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Florida Department of State
Division of Corporations
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BASIC AMENDMENT

SAND CASTLE DEVELOPMENT GROUP, INC.

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ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF

SAND CASTLE DEVELOPMENT GROUP, INC.

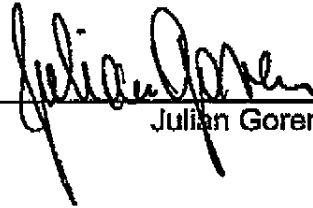
We, the undersigned, being the President and Secretary of Sand Castle Development Group, Inc., a Florida corporation, hereby certify that the following Amendments were unanimously adopted by the Shareholder and Directors of the corporation by unanimous written consent dated June 3, 1999.

ARTICLE 1. 'NAME' is amended to read as follows:

"The name of the corporation is **Steel Castles, Inc.**"

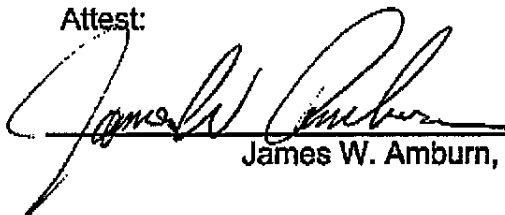
In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.

IN WITNESS WHEREOF, we hereby set our hands and seals on June 3, 1999.



Julian Goren, President

Attest:



James W. Amburn, Secretary

(Corporate Seal)

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