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July 12, 2001

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Re: Willowbrook Development Company (name change)

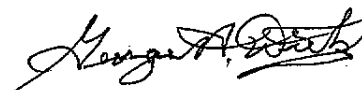
Ladies and Gentlemen:

We are forwarding to you herewith Articles of Amendment to the Articles of Incorporation of Willowbrook Development Company. As you will note, the sole purpose of this Amendment is to change the corporation name to Marblehead Construction Corporation. Upon your review and approval of this Amendment, we would appreciate your filing the same in your records pertaining to corporations.

We are also enclosing an extra copy of the Amendment and would appreciate your certifying to the filing thereof with your department and return the Certified Copy to our office. Our check in the amount of \$43.75 is enclosed herewith to cover the filing fee and the cost of the certified copy.

Thanks very much for your assistance in this matter.

Yours very truly,



George A. Dietz
For the Firm

GAD:swa
Enclosures
cc: Mr. Richard E. Ross (w/encl.)
GAD-391182.2

Name change
HT
7-19-2001

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2001 JUL 17 PM 12:27

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

2001 JUL 17 PM 12:27

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
WILLOWBROOK DEVELOPMENT COMPANY

The Articles of Incorporation of Willowbrook Development Company, a Florida corporation, shall be and hereby are amended by striking Article I in its entirety and by substituting in its place the following:

I.

NAME OF CORPORATION

The name of this corporation shall be:

MARBLEHEAD CONSTRUCTION CORPORATION

Approved by the Board of Directors this 12TH day of July, 2001.

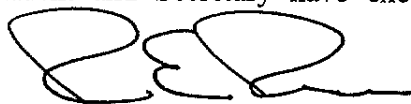


RICHARD E. ROSS
As Chairman of the Board

CERTIFICATION

The undersigned, RICHARD E. ROSS, as President and Secretary and as sole shareholder of the corporation, does hereby certify that the foregoing amendment was approved and adopted by the Board of Directors at a regular meeting of the Board on July 12TH, 2001. The undersigned further certifies that the number of votes cast by the Directors and Shareholders for the amendment was sufficient for approval. This amendment was properly adopted in accordance with the provisions of Section 607.1006(1), Florida Statutes.

IN WITNESS WHEREOF, the President and Secretary have executed these Articles of Amendment this 12TH day of July, 2001.



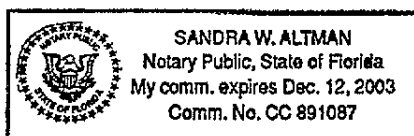
RICHARD E. ROSS
As President, Secretary, Director and Sole
Shareholder

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 12th day of July, 2001 by RICHARD E. ROSS who is personally known to me or who has produced _____ as identification. If no type of identification is indicated, the above-named person is personally known to me.

Sandra W. Altman
Signature of Notary Public

(Notary Seal)



SANDRA W. ALTMAN
Print Name of Notary Public

I am a Notary Public of the State of Florida and my
commission expires on 12-12-03.