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Patrick McGowan

4000 SW 47th Street, Suite E-37

Gainesville, FL 32608 Phone (352) 375-0763

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

00 APR -3 PM 1:33

Blue WATER DEVELOPMENT, INCORPORATED (present name)

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)

1. Corp Name Changed from

Blue Water Development, INCORPORATED

Blue Star International, INC.

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:

THIRD:	The date of each amendment's adoption: 3-29-2000.
FOURTH	: Adoption of Amendment(s) (CHECK ONE)
I	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
Ü	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"
	Agenta Broad
Ę,	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.
Signature	Signed this 29th day of march, 2000. Patrick S. The Lowan
	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
	the snareholders)
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	PATRICK S. MCGOWAN Typed or printed name
	Chairman & CEO