P9900 Day Octobro 5512

GOULD, COOKSEY, FENNELL, O'NEILL, MARINE, CARTER & HAFNER P.A.

JOHN R. GOULD (1921-1988) BYRON T. COOKSEY BARRELL FENNELL EUGENE J. O'NEILL' † CHRISTOPHER H. MARINE

 board certified in civil trial and business litigation
 † also admitted in MA and DC 979 BEACHLAND BOULEVARD VERO BEACH, FLORIDA 32963 DAVID M. CARTER TODD W. FENNELL, LLM TROY B. HAFNER, LLM‡ SUSAN L. CHENAULT A

TELEPHONE (561) 231-1100

FACSIMILE (561) 231-2020

‡ board certified in estates & trusts
△ also admitted in MD

March 13, 2000 VIA FEDERAL EXPRESS

Florida Department of State Division of Corporations 409 E. Gaines Street Tallahassee, FL 32399

300003163063--6 -03/14/00--01081--003 ******43,75 *****43,75

Re:

Vero Beach Engineering Corporation

Gentlemen:

Enclosed please find an original and one (1) copy of Certificate of Amendment of Articles of Incorporation of Vero Beach Engineering Corp., together with my check in the amount of \$43.75, payable to Secretary of State, representing the following:

\$35.00

Filing Fee

8.75

Certified Copy

\$43.75

TOTAL ENCLOSED

Please file the Amendment and return one (1) certified copy after filing.

Thank you for your attention to the above.

Very truly yours,

EUGENE J. O'NEILL

EJON/erq Enclosures

cc:

Mr. Bill McCain

CERTIFICATE OF AMENDMENT

FILED

OF

00 MAR | 4 AM | |: 49

ARTICLES OF INCORPORATION

SLORL TAIN OF STATE TALLAHASSEE.FLORIDA

OF

VERO BEACH ENGINEERING CORP.

The undersigned, being the initial and sole incorporator and sole director as set forth in the Articles of Incorporation of VERO BEACH ENGINEERING CORP., a Florida corporation, and the undersigned representing that the corporation has not yet issued shares, and the corporation being desirous of amending the Articles of Incorporation, by changing its name, and pursuant to §607.1005 of the Florida Statutes, hereby certifies that the following resolution was duly adopted at a special meeting of the initial Incorporators and Directors of said corporation held at Vero Beach, Florida on the 13th day of March, 2000, and it appearing that no stock had yet been issued, and that all of the Incorporators and Directors voted in favor of the following resolution:

RESOLUTION

"RESOLVED, that the Articles of Incorporation of VERO BEACH ENGINEERING CORP., a Florida corporation, shall be amended so that ARTICLE I shall read as follows:

ARTICLE I

The name of this corporation shall be:

DREAM WORKS DEVELOPMENT GROUP, INC.

and that the sole incorporator and director of the corporation shall take the necessary steps to have the same officially changed at the office of the Secretary of State, Division of Corporations State of Florida, Tallahassee, Florida.

EFFECTIVE DATE

The effective date of the corporate name change indicated above shall be March 13, 2000. This effective date is adopted in accordance with Section 607.0123 Florida Statutes.

IN WITNESS WHEREOF, the said corporation has caused these presents to be executed by its Incorporator and Director and its corporate seal to be affixed hereto this 13th day of March, 2000.

Land Willen

EUGENE J. O'NEILL, ESQ.,
Initial Incorporator and Director

STATE OF FLORIDA COUNTY OF INDIAN RIVER

I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgments in the State and County aforesaid, personally appeared EUGENE J. O'NEILL, ESQ., well known to me to be the Initial Incorporator and Director of VERO BEACH ENGINEERING CORP., and that they executed the above Certificate of Amendment to Articles of Incorporation this / 34 day of March , 2000.

Notary Public
Printed Name:
Commission No.:
My Commission Expires:

(Notary Seal)

CAROL K. WILCOX
State of Florida
My Comm. Exp. July 10, 2001
Comm. # CC 657417

PERSONALLY KNOWN BY ME
PRODUCED 1D.