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DIVISION OF CORPORATIONS

BASIC AMENDMENT  
THE BERKLEY GROUP, INC.

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$35.00

AMEND  
DEC  
12-31

**ARTICLES OF AMENDMENT  
TO ARTICLES OF INCORPORATION  
OF THE BERKLEY GROUP, INC.**

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Pursuant to Florida Statute Section 607.1006, the Articles of Incorporation of the above-named corporation are hereby amended as follows:

1. Article IV of the Articles of Incorporation of The Berkley Group, Inc. is deleted and replaced with the following:

**ARTICLE IV - CAPITAL STOCK**

4.1 Number and Designation. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,700,000 shares of common stock, par value \$.01 per share.

4.2 Cancellation and Conversion. The Class A Common Stock and Class B Common Stock of the Corporation previously issued shall be canceled. Each of the issued and outstanding shares of Class A Common Stock and Class B Common Stock shall be automatically converted into one validly issued, fully paid and nonassessable share of Common Stock of the Corporation. Each person who is holder of record of any of the issued and outstanding shares of the Corporation shall receive, upon surrender to the Corporation of a stock certificate or certificates evidencing the previously issued Class A Common Stock and Class B Common Stock, a new certificate to evidence the number of shares of Common Stock to which such person is entitled after giving affect to the conversion. All conversions of Class A Common Stock to Common Stock or conversions of Class B Common Stock to Common Stock shall be made on the basis of an equal number of shares.

2. The foregoing Amendment was adopted on December 23, 1998.

3. The following voting groups were entitled to vote separately on the Amendment, and the number of votes cast for the Amendment by each voting group was as follows:

<u>Voting Group</u>	<u>Number of Affirmative Votes</u>
Class B Common Stock	698,000
Class A Common Stock	692,000

The number of votes cast for the Amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Gregory J. Blodig, Esq.  
Greenspoon, Marder et al  
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DEC.30.1998 6:09PM

NO.349 P.3

Audit No.: H98000024404

4. This Amendment shall be effective as of the close of business on December 31, 1998.

In Witness Whereof, the undersigned has executed these Articles of Amendment this 30 day of December, 1998.

  
Rebecca Foster, as president

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