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STRALEY ROBIN WILLIAMS

813 223 9422

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Division of Corporations

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Florida Department of State
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BASIC AMENDMENT

TFH CORP.

Certificate of Status	1
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TFH CORP.**

Pursuant to Section 607.1003 of the Florida Business Corporation Act, TFH CORP. adopts these Articles of Amendment:

FIRST: The name of the corporation is TFH CORP.

SECOND: Article III of the corporation's Articles of Incorporation is amended entirely to read as follows:

ARTICLE III

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding at any time is 1,000,000 shares of common stock having a par value of \$.001 per share and divided into 10,000 shares of Class A common stock and 990,000 shares of Class B common stock. All or any part of the consideration for the issuance of the capital stock of this Corporation may be in cash, property or labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for that purpose, which consideration, in any event, shall not be less than the par value of the shares issued therefore. All stock when issued shall be fully paid and nonassessable. The Corporation has the right to purchase or otherwise acquire shares of its own capital stock to the extent provided by law, its Bylaws, the Articles of Incorporation, or any agreement duly executed on behalf of the corporation.

The Class A common stock is voting stock and the Class B common stock is non-voting stock. The voting power of this Corporation shall be vested solely in the Class A common stock. Holders of shares of the Class A common stock shall be entitled to one vote for each share of common stock. There shall be no cumulative voting in the election of directors. Other than voting differences, the Class A common stock and the Class B common stock have identical economic rights including dividends and distributions (operating and liquidating) and shall have the same preferences, limitations and relative rights, on a share for share basis.

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THIRD: The foregoing amendment to Article III was adopted and approved by the Board of Directors of the corporation by written consent without a meeting on December 17, 2004, and presented to the shareholders of the common stock of the corporation (the only class of shareholders entitled to vote on the proposed amendment) for their consideration, with the recommendation that the shareholders approve the proposed amendment. The shareholders of the common stock of the corporation, which constitutes a sufficient number of votes to approve the amendment, adopted and approved the foregoing amendment to Article III on December 17, 2004, by written consent without a meeting.

FOURTH: The foregoing amendment will become effective when these Articles of Amendment are filed with the Florida Department of State.

EXECUTED: December 17, 2004

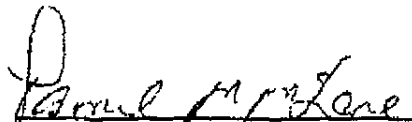
ATTEST:

TFH CORP.

 (SEAL)
H. Douglas Tripp, II,
President and Secretary

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing document was acknowledged before me this 17th day of December, 2004, by H. Douglas Tripp, II, as President and Secretary of TFH CORP., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification.

 (SEAL)
Notary Public

My Commission Expires:

