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**GUNSTER**

ATTORNEYS AT LAW

TELEPHONE (561) 655-1980  
MAIN FAX (561) 655-5677

PHILLIPS POINT, SUITE 500 EAST  
777 SOUTH FLAGLER DRIVE  
WEST PALM BEACH, FLORIDA 33401-8194

OTHER OFFICES IN:

MIAMI, FL (305) 376-6000  
FT. LAUDERDALE, FL (954) 482-2000  
PALM BEACH, FL (561) 833-1970  
STUART, FL (561) 288-1980  
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**FIRST AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
CARB/AMERICAS, INC.,  
a Florida corporation**

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 SECRETARY OF CORPORATION  
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*Pursuant to the provisions of section 607.1006, Florida Statutes, Carb/Americas, Inc. adopts the following First Amendment to its Articles of Incorporation:*

**FIRST:** The name of the corporation is Carb/Americas, Inc. (the "Corporation").

**SECOND:** Article IV of the Articles of Incorporation of the Corporation is amended in its entirety to read as follows:

"ARTICLE IV  
CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of capital stock, having no par value per share. Ten (10) shares shall be designated as Class A Voting Common Stock and Nine Hundred Ninety (990) shares shall be designated as Class B Non-Voting Common Stock. All outstanding shares of Class A Voting Common Stock and Class B Non-Voting Common Stock shall confer identical rights to distribution and liquidation proceeds. To the maximum extent allowed by law, only Class A Voting Common Stock shall have voting rights as to all matters submitted to a vote by the Stockholders."

**THIRD:** The amendment set forth in paragraph SECOND of this First Amendment to the Articles of Incorporation of the Corporation was approved by the Corporation's Director on October 30, 2012, and approved and properly adopted by the Corporation's Shareholders on October 30, 2012. The number of votes cast for such amendment by the Shareholders was sufficient for approval.

The undersigned, as President of the Corporation, has executed this First Amendment to its Articles of Incorporation on October 30, 2012.

  
 \_\_\_\_\_  
 JEFFREY FRIEDMAN, President