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**COR AMND/RESTATE/CORRECT OR O/D RESIGN**

**FOREFRONT HOLDINGS, INC.**

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**ARTICLES OF AMENDMENT OF THE  
ARTICLES OF INCORPORATION  
OF  
FOREFRONT HOLDINGS, INC.**

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned, Chairman of the Board of Directors of FOREFRONT HOLDINGS, INC. (the "Corporation"), hereby executes, for and on behalf of the Corporation, the following Articles of Amendment to its Articles of Incorporation:

**FIRST:** The name of the Corporation is Forefront Holdings, Inc.

**SECOND:** Section 1 of Exhibit "A" to the Articles of Incorporation of the Corporation, as amended, entitled "Certificate of Designation of Series B \$2.00 Convertible Preferred Stock," is hereby deleted in its entirety and replaced with the following:

"1. **Designation.** The series of preferred stock shall be designated and known as "Series B \$2.00 Convertible Preferred Stock" (the "**Series B Preferred Stock**"). The number of shares constituting the Series B Preferred Stock shall be 4,500,000. Each share of the Series B Preferred Stock shall have a stated value equal to \$2.00 (the "**Stated Value**")."

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All references in the Certificate of Designation of Series B \$2.00 Convertible Preferred Stock to the amount of shares constituting the Series B Preferred Stock shall be revised to 4,500,000. This amendment was duly adopted by the Board of Directors of the Corporation, and did not require Shareholder action. All other terms of the Certificate of Designation of Series B \$2.00 Convertible Preferred Stock shall remain unchanged.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to the Articles of Incorporation to be executed effective as of the 15<sup>th</sup> day of September, 2006.

**FOREFRONT HOLDINGS, INC.**

By:   
 Michael S. Hedge  
 Chief Executive Officer