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ROGERS, TOWERS

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558331

Florida Department of State
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BASIC AMENDMENT
TOTAL DISTRIBUTION SYSTEMS INC.

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SEPTEMBER 7, 2000

TOTAL DISTRIBUTION SYSTEMS INC.
301 TILLSON AVE
TILLSON, ONT, CANADA, -GSE5

SUBJECT: TOTAL DISTRIBUTION SYSTEMS INC.
REF: 558331

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KAREN GIBSON
CORPORATE SPECIALIST

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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
TOTAL DISTRIBUTION SYSTEMS INC.**

Pursuant to Sections 607.1001, 607.1003 and 607.1006, Florida Statutes, **TOTAL DISTRIBUTION SYSTEMS INC.**, a Florida corporation (the "Corporation"), does hereby amend its Articles of Incorporation as follows:

1. Article FIRST of the Articles of Incorporation is hereby amended in its entirety to provide as follows:

FIRST: The name of this corporation is

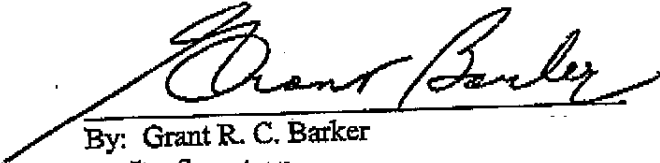
TDS/US INC.

2. The Board of Directors of the Corporation adopted a resolution by written consent setting forth the proposed amendment and submitted it to the sole shareholder for approval on September 1, 2000.

3. The amendment was formally adopted by written consent by the sole shareholder of the Corporation on September 1, 2000. The number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, these Articles of Amendment have been executed this 1st day of September, 2000.

TOTAL DISTRIBUTION SYSTEMS INC.


By: Grant R. C. Barker
Its: Secretary

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