

To:
Subject:

From: Patricia Tadlock

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F96D000006790

Florida Department of State
Division of Corporations
Public Access System

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To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

001448-76411

COR AMND/RESTATE/CORRECT OR O/D RESIGN

NCI OPERATING CORP.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$35.00

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TALLAHASSEE, FLORIDA

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PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F96000006790

(Document number of corporation (if known))

1. NCI Operating Corp.

(Name of corporation as it appears on the records of the Department of State)

2. Nevada

(Incorporated under laws of)

3. 12/26/1986

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 9/12/2007

5. NCI Group, Inc.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

STAN R. MOORE

(Typed or printed name of person signing)

Vice President General Counsel

(Title of person signing)

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SECRETARY OF STATE



CERTIFICATE OF EXISTENCE (INCLUDING AMENDMENTS)

I, ROSS MILLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify, that the following is a list of all organizational documents on file in this office for

NCI GROUP, INC.

Articles of Incorporation for NCI OPERATING CORP. filed April 12, 1993.

Articles of Merger filed November 24, 1998.

Certificate of Amendment to Articles of Incorporation changing name to NCI GROUP, INC.
filed September 12, 2007.

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ROSS MILLER
Secretary of State
204 North Carson Street, 6th Fl
Carson City, Nevada 89701-4299
(775) 834 5708
Website: secretaryofstate.biz

Certificate of Amendment

(PURSUANT TO NRS 78.385 AND 78.390)

Filed in the office of

Document Number

20070625003-35

Filing Date and Time

09/12/2007 1:06 PM

Ross Miller
Secretary of State
State of Nevada

Filing Number

C4038-1993

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Certificate of Amendment to Articles of Incorporation For Nevada Profit Corporations

(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:

NCI Operating Corp.

2. The articles have been amended as follows (provide article numbers, if available):

The Articles of Incorporation of NCI Operating Corp. are hereby amended by deleting the first sentence of Article First and replacing it with the following: "The name of the corporation is NCI Group, Inc."

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation have voted in favor of the amendment is: 100%

4. Effective date of filing (optional):

(When the articles have been filed after the certificate is filed)

5. Officer Signature (Required):

X

If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless of limitations or restrictions on the voting power thereof.

IMPORTANT: Failure to include any of the above information and submit the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State Act 78.385 Amended 2007
Revised 09/05/07

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