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MAINSTREAM AMERICA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
MAINSTREAM AMERICA, INC.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, Mainstream America, Inc., a Florida profit corporation, adopts the following amendment to its Articles of Organization:

1. The name of the Corporation is Mainstream America, Inc. (hereinafter referred to as "Corporation").
2. Article III of the Articles of Incorporation, relating to the number and designation of shares of stock which the Corporation shall be authorized to issue, is hereby amended to read in its entirety as follows:

"ARTICLE III.

CAPITAL STOCK

"The total number of shares of all classes of stock which the Corporation shall have authority to issue is 20 shares of Voting Common Stock, of the par value of \$10 per share, and 180 shares of the Non-Voting Common Stock, of the par value of \$10.00 per share.

The powers, preferences, rights, limitations and restrictions of the shares are as follows:

(a) Except as otherwise provided by law, the power for the election of directors and for all other purposes shall be vested exclusively in the holders of the Voting Common Stock, and the holders of the Non-Voting Common Stock shall not be entitled to vote at any meeting of the shareholders or to receive notice of any meeting of shareholders.

(b) The holders of the Voting Common Stock shall have one vote per share.

(c) In all other respects, the rights of the holders of the Voting Common Stock and the Non-Voting Common Stock shall be equal."

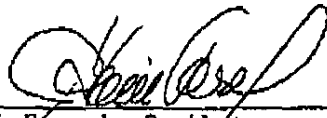
3. There are presently authorized and issued 100 common shares of stock of the par value of \$10 per share. Each common share shall be converted into one-tenth (.1) share of Voting Common Stock, of the par value of \$10.00 per share, and nine-tenths (.9) shares of Non-Voting Common Stock, of the par value of \$10, per share, for a total of 10 Voting Common Shares and 90 Non-Voting Common Shares.

4. The 100 presently authorized and unissued common shares of Voting Stock of the par value of \$10 per share shall be converted into one-tenth (.1) shares of Voting Common Stock, of the par value of \$10 per share and nine-tenths (.9) shares of Non-Voting Common Stock, of the par value of \$10, per share, for a total of 10 Voting Common Shares and 90 Non-Voting Common Shares.

5. This amendment was adopted on June 27, 2008.

6. The Board of Directors of the Corporation duly adopted a resolution setting forth the above amendment and declaring its advisability. Such amendment has been duly adopted by written consent of the shareholders of the Corporation in accordance with Section 607.1003, Florida Statutes. The number of votes cast for the amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its President this 27th day of June, 2008.



Antonio Fernandez, President