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H06000000427 3

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**ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION OF
B S G ENTERPRISES, INC.**

Pursuant to Sections 607.1003 and 607.1006 of the Florida Business Corporation Act, the Articles of Incorporation of B S G Enterprises, Inc. (the "Corporation") are hereby amended according to these Articles of Amendment:

FIRST: Article III of the Corporation's articles of incorporation is amended in its entirety to read as follows:

"The maximum number of shares that the Corporation is authorized to have outstanding at any time is Five Hundred (500) shares of class A common stock, with a par value of \$1.00 per share ("Class A Common") and Five Hundred (500) shares of class B common stock, with a par value of \$1.00 per share ("Class B Common"). Except as otherwise provided below in this Article III or as otherwise required by applicable law, all shares of Class A Common and Class B Common shall be identical in all respects and shall entitle the holder thereof to the same preferences, limitations, and relative rights:

1. **Voting Rights.** Except as otherwise provided in this Article III or as otherwise required by applicable law, (a) holders of Class A Common shall be entitled to one vote per share on all matters to be voted on by the shareholders of the Corporation, and (b) holders of Class B Common shall have no right to vote on any matter to be voted on by the shareholders of the Corporation.

2. **Dividends.** As and when dividends are declared or paid thereon, whether in cash, property or securities of the Corporation, the holders of Class A Common and the holders of Class B Common shall be entitled to participate in such dividends ratably on a per share basis; provided, that (i) if dividends are declared which are payable in shares of Class A Common or Class B Common then dividends shall be declared which are payable at the same rate on each such class of common stock and the dividends payable in shares of Class A Common shall be payable to holders of Class A Common and dividends payable in shares of Class B Common shall be payable to holders of Class B Common (ii) if the dividends consist of other voting securities of the Corporation, then the Corporation shall make available to each holder of Class B Common, at such holder's request, dividends consisting of non-voting securities of the Corporation which are otherwise identical to such other voting securities.

3. **Liquidation.** The holders of Class A Common and Class B Common shall be entitled to participate ratably on a per share basis in all distributions to the holders of Common Stock in any liquidation, dissolution or winding up of the Corporation.

H06000000427 3

H06000000427 3

4. Stock Splits. If the Corporation in any manner subdivides or combines the outstanding shares of one class of common stock, the outstanding shares of the other class of common stock shall be proportionately subdivided or combined in a similar manner."

SECOND: This amendment was approved by the Corporation's board of directors and its shareholders on December 28, 2005.

THIRD: The number of votes cast for the amendment by the Corporation's shareholders constitutes a sufficient number of votes to approve the amendment.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed this instrument this 28th day of December, 2005.


Albert Berger

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H06000000427 3