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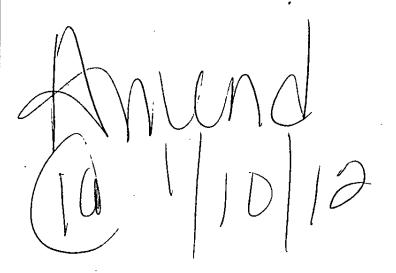


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SECRETARY OF STATE OF CORPORATIONS



STEVEN A. SCIARRETTA, P.A.

ATTORNEYS AT LAW

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VIA SECOND DAY UPS

January 4, 2012

State of Florida
Department of State
Registration Section
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Florida Superior Sand, Inc.

Dear Sir/Madam:

Please find enclosed for filing an Original Articles of Amendment to Articles of Incorporation, for the above referenced corporation.

Also enclosed is our check for \$35.00, made payable to the Florida Department of State, which represents the Filing fee for this item.

Rease return the completed paperwork to me utilizing the enclosed Pre-paid UPS envelope.

Thank you for your prompt cooperation.

Sincerely,

STEVEN/A. SCIARRETTA, P.A.

Steven A. Sciarretta

SAS/dc / Enclosures

AMENDMENT TO ARTICLES OF INCORPORATION OF FLORIDA SUPERIOR SAND, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following Articles of Amendment to its' Articles of Incorporation:

FIRST:

Amendment (s) adopted:

ARTICLE III - STOCK

The Capital Structure of the corporation is hereby changed as follows:

The number of shares which the corporation is authorized to have outstanding is ten thousand, all Common, which shall be split into Voting and Non-Voting. There shall be one hundred (100) Voting and ninety-nine hundred (9,900) Non-Voting.

SECOND:

If an amendment provides for an exchange, reclassification or cancellation of issued shares, then, provisions for implementing the amendment, if not contained in the amendment itself, are as follows:

Existing shares shall be exchanged pro-rata for Voting and Non-Voting Common stock being issued.

THIRD:

The date of each amendment's adoption is January 1, 2012

FOURTH:

Adoption of Amendment:

This amendment was approved by unanimous vote of the shareholders, which is sufficient for approval of the amendment.

Signed this 3rd day of January, 2012.

Signature:

Lena R. Arena, President

12 JAN -5 PM 4: 00

SECRETARY OF STATE STATE OF CORPORATIONS