

Division of Corporations

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

PRESTIGE DUTY-FREE ENTERPRISES, INC.

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PRESTIGE DUTY-FREE ENTERPRISES, INC.**

1. The name of this corporation is PRESTIGE DUTY-FREE ENTERPRISES, INC., a Florida corporation (the "Corporation").
2. Article 1 of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and amended to read as follows:

ARTICLE 1 - NAME

"The name of the Corporation is NATIONS GROUP HOLDINGS, INC."

3. The foregoing amendment was adopted by the shareholders of the Corporation on June 10, 2004. The number of votes cast for the amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has duly executed these Articles of Amendment on this 14th day of June, 2004.

PRESTIGE DUTY-FREE ENTERPRISES, INC.

By: 

Leon Fennelbaum, President

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