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NAME: CONSOLIDATED TROPICAL FISH PRODUCERS, INC.

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Amendment
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**AMENDMENT TO THE ARTICLES OF INCORPORATION OF
CONSOLIDATED TROPICAL FISH PRODUCERS, INC.**

WHEREAS, the Articles of Incorporation of CONSOLIDATED TROPICAL FISH PRODUCERS, INC. (the "Corporation") were filed with and approved by the Secretary of State of Florida on the 8th day of September, 1988;

WHEREAS, it is the intention of all of the directors and all of the stockholders of the Corporation that the Articles of Incorporation be amended in accordance with the proposed amendment hereinafter set forth; and

WHEREAS, the proposed amendment to Articles of Incorporation hereinafter set forth was approved by unanimous consent of all the directors and all the stockholders of the Corporation pursuant to the provisions of Section 607.0821 and Section 607.0704, Florida Statutes, by a Written Statement Manifesting Director and Stockholder Approval of an Amendment to the Articles of Incorporation dated as of the 3rd day of June, 1997.

NOW, THEREFORE, the Articles of Incorporation of the Corporation are hereby amended by deleting in its entirety the present Article III and by substituting therefor the following:

"ARTICLE III

The total number of shares of capital stock authorized to be issued by the corporation shall be 2,000,000 shares having a par value of \$.01 per share. All of said shares shall be common stock. Said stock may be issued in fractional shares and may be in part cancelled and reissued and said stock shall be paid for in cash, services or property, as the board of directors may provide or approve. All shares shall be fully paid and nonassessable and the holders of such shares shall not be liable for any further payment thereon. All voting power of the corporation shall be vested in said common stock."

IN WITNESS WHEREOF, these Articles of Amendment to the Articles of Incorporation is hereby executed on behalf of the Corporation by its President this 3rd day of June, 1997.

**CONSOLIDATED TROPICAL FISH
PRODUCERS, INC.**


Irwin Trout, President

Prepared by: R. James Robbins, Jr., Esquire
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