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Division of Corporations

Florida Department of State

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To:

Division of Corporations

Fax Number : (850) 922 4000

From:

Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number : 072450003255

Phone : (305) 541-3694

Fax Number : (305) 541 3770

BASIC AMENDMENT

PLATINUM DISCOUNT CARD, INC.

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$43.75

FILED
00 MAY 15 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amendment

1 of 2

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SECOND ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
PLATINUM DISCOUNT CARD, INC.

FILED
00 MAY 15 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, being the sole incorporator of Platinum Discount Card, Florida corporation, hereby amends the Articles of Incorporation of said corporation as follows:

1. The name of the corporation is Platinum Discount Card, Inc.
2. ARTICLE IV "CAPITAL STOCK", of the Articles of Incorporation of the corporation as amended by Articles of Amendment dated April 7, 2000, filed with the Florida Secretary of State on April 7, 2000 is hereby deleted and the following is hereby inserted:

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to Twenty Million Shares of Class A No Par Value Common Stock all of which shares shall have voting rights and One Million Shares of Class B No Par Value Common stock, none of which shares shall have voting rights.

3. No shares of the common stock of the corporation have been issued as of the date hereof.
4. This amendment has been adopted by the sole Incorporator of the corporation on May 11, 2000.

IN WITNESS WHEREOF, I have subscribed my name this 11th day of May, 2000.


Harold S. Boshover-Incorporator

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