Florida Department of State

Division of Corporations Tublic Access System Katherine Harris, Secretary of State

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Division of Corporations

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From:

Account Name : EMPIRE CORPORATE KIT COMPANY Account Number : 072450003255

Phone

: (305)541-3694

rax Number

(305)541 3770

BASIC AMENDMENT

PLATINUM DISCOUNT CARD, INC.

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

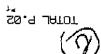
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SECOND ARTICLES OF AMENDMENT

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

SECURITY S PH 1:26

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

- I. The name of the corporation is Platinum Discount Card, Inc.
- 2. ARTICLE IV "CAPITAL STOCK", of the Ardeles 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.

- No shares of the common stock of the corporation have been issued as of the date hereof.
- 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. Bofshever-incorporator

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