

NEXTRADE HOLDINGS, INC.
301 South Missouri Avenue
Clearwater, Florida 33756
(727) 443-3934
Facsimile (727) 443-1102

P00000101633

February 5, 2001

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****43.75 *****43.75

Re: *Articles of Amendment to Articles of Incorporation of Electronic Risk Management, Inc.*

To Whom It May Concern:

Enclosed please find Electronic Risk Management, Inc.'s Articles of Amendment to the Articles of Incorporation, a copy and a check in the amount of Forty-three and 75/100 dollars (\$43.75) for the filing fee and a certified copy of the amendment. Should you have any questions, please contact me at the telephone number listed above.

Sincerely,

Melinda A. McLane

Melinda A. McLane
Assistant General Counsel
NexTrade Holdings, Inc.,
and NexTrade, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Amend
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OK

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF ELECTRONIC RISK MANAGEMENT, INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida for profit corporation adopts the following article of amendment to its articles of incorporation:

FIRST: Amendment adopted:

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred million (100,000,000), all of which shall be common shares with a par value of \$0.01 per share.

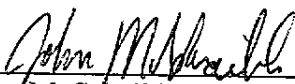
SECOND: The date of the amendment's adoption:

February 5, 2001

THIRD: Adoption of Amendments(s):

The amendment was adopted by the incorporator without shareholder action and shareholder action was not required.

Signed this 5th day of February, 2001.

Signature 
John M. Schaible, Incorporator

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TALLAHASSEE, FLORIDA