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DIVISION OF CORPORATIONS

BASIC AMENDMENT

HALPERN CAPITAL, INC.

Certificate of Status	0
Certified Copy	0
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ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
HALPERN CAPITAL, INC.

Article III of the Articles of Incorporation of Halpern Capital, Inc., is hereby amended as hereinafter provided. The Corporation is filing these Articles of Amendment to its Articles of Incorporation pursuant to Florida Statute Section 607.1006.

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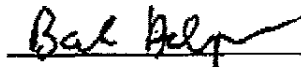
1. Article III of the Articles of Incorporation of Halpern Capital, Inc. is hereby amended in its entirety to read as follows:

"ARTICLE III. CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of voting common stock (Class "A") having a par value of \$.01 per share and 2,000,000 shares of nonvoting common stock (Class "B") having a par value of \$.01 per share. Both classes of stock shall be equal in all aspects with the exception of voting rights, it being understood that the holders of the Class "A" shares shall be entitled to vote on all matters affecting the Corporation and the holders of the Class "B" shares shall have no vote with respect to matters affecting the Corporation."

2. The foregoing Amendment to the Articles of Incorporation of Halpern Capital, Inc. was unanimously adopted by the sole Shareholder of this Corporation on March 28, 2005, after recommendation and approval of same by the unanimous vote of the Board of Directors of this Corporation on the same date. The sole Shareholder of the Corporation was entitled to vote on the aforesaid Amendment and all of those shares voting approved the Amendment. The number of votes cast for the Amendment by the Shareholder was sufficient for approval of the Amendment.

IN WITNESS WHEREOF, the undersigned President of this Corporation has executed these Articles of Amendment, this 28th day of March, 2005.



BARUCH HALPERN, President

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This document was prepared by:
Bernard A. Singer, Esquire
3107 Stirling Road, Suite 105
Fort Lauderdale, Florida 33312
(954) 985-8600
Florida Bar# 240761