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CODEBENCH, INC.**

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**ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
CODEBENCH, INC.
(Document Number P01600119244)**

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida Profit Corporation adopts the following amendments to its Articles of Incorporation.

It is hereby certified that:

1. The name of the corporation (hereinafter called the "Corporation") is Codebench, Inc.
2. The Articles of Incorporation of the Corporation were filed on the eighteenth day of December, 2001.
3. The Articles of Incorporation are hereby amended as follows:
 - (i) by deleting Article 5 of the Articles of Incorporation in its entirety.
 - (ii) by deleting Article 6 of the Articles of Incorporation in its entirety, and by substituting in lieu thereof the following new Article 6 as follows:

"ARTICLE 6 - DIRECTORS

The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be three, and such number may be increased, decreased or fixed in the manner provided in the By-Laws. The phrase "whole Board" and the phrase "total number of directors" shall be deemed to have the same meaning, to wit, the total number of directors which the Corporation would have if there were no vacancies. No election of directors need be by written ballot."

4. The effective date of the adoption of this Articles of Amendment to the Articles of Incorporation of the Corporation is December 28, 2012.

5. Pursuant to Section 607.0821 of the Florida Business Corporation Act of the State of Florida (the "Corporation Act"), the directors of the Corporation have, by unanimous written consent, consented to the adoption of the aforesaid amendments without a meeting, and have authority to amend the Articles of Incorporation pursuant to Section 607.1002 of the Corporation Act.

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In witness whereof the Corporation has caused this Articles of Amendment to be signed
by its duly authorized officer this 28th day of December, 2012

By: Geri B. Castaldo
Name: Geri B. Castaldo
Title: Vice President

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