

**P01000121692**

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**BASIC AMENDMENT**

**NSF ASSET GROUP I, INC.**

Certificate of Status	0
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*Amend*  
*7/16/04*

7/16/2004

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**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
NSF ASSET GROUP I, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, NSF ASSET GROUP I, INC., a corporation organized under the laws of the State of Florida, hereby adopts the following articles of amendment to its articles of incorporation:

**FIRST:** On December 27, 2001, NSF ASSET GROUP I, INC., Inc. (the "Corporation") filed its Articles of Incorporation with the Florida Secretary of State's Office [Document No. P01000121692].

**SECOND:** Article IV of the Corporation's Articles of Incorporation is hereby amended to read as follows:

**ARTICLE IV  
CAPITAL STOCK**

a. This Corporation is authorized to issue two classes of shares of common stock to be designated "Voting Common Stock" and "Non-Voting Common Stock". The total number of shares of common stock that this Corporation is authorized to issue is FIFTY THOUSAND (50,000). TWENTY THOUSAND (20,000) of such shares shall be shares of Voting Common Stock, par value \$.01 per share. THIRTY THOUSAND (30,000) of such shares shall be shares of Non-Voting Common Stock, par value \$.01 per share, with such other terms as the Directors may specify from time to time.

b. Except as set forth in this Article IV.b., the Voting Common Stock and the Non-Voting Common Stock shall be identical in all respects and shall have equal rights and privileges.

**1. Dividends**

(A) Subject to paragraph (B) of this paragraph (1), whenever a dividend is paid to holders of either Voting Common Stock or Non-Voting Common Stock, the Corporation shall also pay to holders of shares of the other class of Common Stock a dividend equal in amount per share.

(B) If at any time a dividend is to be paid in shares of Non-Voting Common Stock or in shares of Voting Common Stock (a "Stock Dividend"), such Stock Dividend may be declared and paid only as follows:

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(i) shares of Non-Voting Stock may be paid to holders of shares of Non-Voting Stock; and

(n) shares of Voting Stock may be paid to holders of shares of Voting Stock.

Whenever a Stock Dividend is paid, the same number of shares of the respective class shall be paid in respect of each outstanding share of Non-Voting Stock and Voting Stock. The Corporation shall not combine or subdivide shares of either of such classes without at the same time making a proportionate combination or subdivision of shares of the other of such classes.

2. Voting. The holders of shares of Voting Common Stock shall have exclusive voting power. The holders of shares of Non-Voting Common Stock shall have no right to vote for the election of directors or on any other matter subject to a vote of the shareholders of the Corporation.

**THIRD:** This Amendment to the Articles of Incorporation of the Corporation shall be effective at the time of filing with the Secretary of State of the State of Florida.

**FOURTH:** The foregoing Articles of Amendment to the Articles of Incorporation was unanimously adopted by the Board of Directors and Shareholders of the Corporation pursuant to a Unanimous Written Consent on July 15, 2004 and shareholder vote was sufficient for approval.

Dated: July 15, 2004

  
Daniel Kern, President

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