

PD20000012243

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MSCOD HOLDING, INC.**

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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
MSCOD HOLDING, INC.**

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Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation (the "Amended Articles"):

1. The name of this Corporation is MSCOD HOLDING, INC., whose document number is P02000012243.

2. Article IV of the Articles of Incorporation is deleted and replaced by new Article IV, as follows:

ARTICLE IV

Shares - The Corporation is authorized to issue a total of Ten Thousand (10,000) shares of no par value Common Stock in two (2) separate series as follows:

(A) The Corporation shall have the authority to issue Two Hundred (200) shares of Class A Voting Common Stock; and

(B) The Corporation shall have the authority to issue Nine Thousand Eight Hundred (9,800) shares of Class B Non-Voting Common Stock.

The sole difference between Class A Voting and Class B Non-Voting shall be the right to vote.

3. Immediately upon filing of these Amended Articles with the Florida Department of State, each present shareholder of the Corporation shall exchange One Hundred (100) shares of Common Stock for One (1) Class A Voting Shares and Ninety-Nine (99) Class B Non-Voting shares.

4. These Amended Articles were adopted by written consent of the Shareholders and a majority of the members of the Board of Directors of the Corporation (the "Directors") on December 20, 2012, pursuant to Sections 607.0704 and 607.0821 of the Act.

5. The number of shareholders voting in favor of the adoption of the Plan of Recapitalization was 100% of the shares eligible to vote.

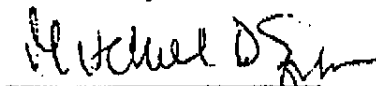
6. The number of the Directors voting for the adoption of the Plan of Recapitalization was in excess of the majority required for approval as required in the Bylaws.

7. These Amended Articles are intended to be effective on filing.

IN WITNESS WHEREOF, the undersigned office of the Corporation has
executed these Amended Articles this 20th day of December, 2012.

MSCOD HOLDING, INC.

By:



MITCHELL D. SPURLOCK
Vice-President and Secretary