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FOLEY LARDNER

NO. 2242 S.P. 1

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BASIC AMENDMENT

MG SQUARED, INC.

Certificate of Status	0
Certified Copy	1
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Estimated Charge	\$43.75

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MG SQUARED, INC.**

Pursuant to Sections 607.1001, 607.1004, 607.1006, and 607.1009, Florida Business Corporation Act, the following provisions of the Articles of Incorporation of MG Squared, Inc., a Florida corporation, filed in Tallahassee on February 7, 2002 be and they hereby are amended in the following particulars:

Article III be and it hereby is amended to designate the previously authorized common stock as Class A Voting Common Stock and to create a new class of non-voting stock to be designated Class B Non-Voting Common Stock. As amended, Article III shall read in its entirety as follows:

"ARTICLE III

CAPITAL

Section 3.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 200 shares divided into classes as follows:

(a) 100 shares of Class A Voting Common Stock, having a par value of \$.01 per share; and

(b) 100 shares of Class B Non-Voting Common Stock, having a par value of \$.01 per share.

All such shares shall be issued fully paid and nonassessable.

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Section 3.2 Rights of Shareholders. Unless otherwise provided by law, only the holders of Class A Voting Common Stock shall be entitled to vote at any meeting of shareholders of the corporation. Each outstanding share of Class A Voting Common Stock shall be entitled to one vote on each matter submitted to a vote. In all other respects, the rights of the Class A Voting Common Stock and the Class B Non-Voting Common Stock shall be identical. Without in any way limiting the foregoing, the holders of Class B Non-Voting Common Stock shall be entitled to receive the same notice of meetings of stockholders which is given to the holders of Class A Voting Common Stock and shall have the right to attend all meetings of shareholders."

The foregoing amendment was adopted by the unanimous written consent of Stockholders and Directors of the corporation effective the 26 day of May, 2004. The only voting group entitled to vote on the adoption of the Amendment consists of the holders of the corporation's common stock. The number of votes cast by such voting group was sufficient for approval by that voting group.

IN WITNESS WHEREOF, the undersigned Vice President of this corporation has executed these Articles of Amendment this 26 day of May, 2004.


Melvin Gottlieb, Vice President

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