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To: Division of Corporations
Fax Number : (850) 205-0380

From: Account Name : EMPIRE CORPORATE KIT COMPANY
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BASIC AMENDMENT

PIDERIT CORPORATION

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00

Amendment

3/6/03

DC

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FIRST
ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PIDERIT CORPORATION

FIRST: AMENDMENTS ADOPTED:

Article IV. SHARES - Article IV of the Articles of Incorporation shall be amended to read as follows:

The maximum number of shares that this corporation shall be authorized to have outstanding at any given time is One Thousand (1000) shares of Common stock, having a nominal or par value of \$1.00 per share.

There shall be two (2) classes of shares of Common stock, which such class shall have the following rights and/or limitations:

Class A Shares - Shareholders of these shares shall have unlimited voting rights, shall be entitled to receive the net assets of the corporation upon dissolution, and shall be entitled to any and all authorized distributions. All shares of this class shall have relative rights that are identical with those of other shares of this class.

Class B Shares - Shareholders of these shares shall have no voting rights. Shareholders of these shares shall be entitled to receive the net assets of the corporation upon dissolution, and shall be entitled to any and all authorized distributions. All shares of this class shall have relative rights that are identical with those of other shares of this class, and subject to the exception of voting rights shall have rights that are identical with those of Class A shares.

SECOND: PROVISIONS FOR IMPLEMENTING THE RECLASSIFICATION OF SHARES:

All authorized and outstanding shares shall clearly bear a distinguishing designation on the front of each class, and shall bear a notation on the face of the certificate that clearly indicates whether shareholder rights are limited. Such shares shall be signed and dated by the President and Secretary of the corporation.

THIRD: DATE OF EACH AMENDMENT'S ADOPTION:

The date of each amendment's adoption is January 29, 2003.

FOURTH: ADOPTION OF AMENDMENTS:

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TOTAL P. 03

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The Amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed on this 29th day of January, 2003.



OSCAR PIDERIT, President

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