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ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
HCP ASSOCIATES, INC.

HCP ASSOCIATES, INC., a corporation organized and existing under the laws of the State of Florida (this "Corporation"), in order to amend its Articles of Incorporation in accordance with the requirements of Section 607.1002, Florida Statutes, does hereby certify as follows:

1. The Articles of Incorporation of this Corporation are hereby amended by deleting Article IV in its entirety and inserting the following:

ARTICLE IV. CAPITAL STOCK

(a) The number of shares of capital stock that the corporation is authorized to issue is 10,000 shares of common stock, having a par value of \$.01 per share.

(b) If the corporation acquires its own shares of capital stock, such shares of capital stock belong to the corporation and constitute treasury shares until disposed of or canceled by the corporation.

2. This amendment to the Articles of Incorporation, which does not require shareholder approval pursuant to the provisions of Section 607.1002, Florida Statutes, was approved by the written consent of the Board of Directors of this Corporation on February 18, 2009.

3. These Articles of Amendment of the Articles of Incorporation shall be effective immediately upon filing by the Florida Department of State.

IN WITNESS WHEREOF, the undersigned duly authorized officer of this Corporation has executed these Articles of Amendment of the Articles of Incorporation of HCP Associates, Inc. this 18th day of February, 2009.

HCP ASSOCIATES, INC.

By: R. Patrick Hill

Print Name: R. Patrick Hill

Title: President

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