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DIVISION OF CORPORATIONS

**BASIC AMENDMENT**

**FLOE HOLDINGS, INC.**

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*Amendment*  
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## ARTICLES OF AMENDMENT

### AMENDING THE TERMS, RIGHTS, PREFERENCES, PRIVILEGES AND RESTRICTIONS OF SERIES A PREFERRED STOCK

FLOE HOLDINGS, INC.

FLOE HOLDINGS, INC., a corporation organized and existing under the Florida Business Corporation Act (the "Corporation"),

DOES HEREBY CERTIFY:

That pursuant to authority conferred upon the Board of Directors of the Corporation (the "Board") by the Articles of Incorporation of said Corporation, and pursuant to the provisions of Section 607.0602 of the Florida Business Corporation Act, the Board has duly determined that:

The Corporation was incorporated on April 30, 2003. By resolutions duly adopted on Oct. 14, 2003, the Board of Directors of the Corporation has approved an amendment ("Amendment") to Exhibit "A" of the Corporation's Articles of Incorporation (the "Designation") designating the terms, rights, preferences, privileges and restrictions of Series A Preferred Stock, par value \$0.01 per share (the "Series A Preferred Stock"). Pursuant to Section 5(b) of the Designation and pursuant to Sections 607.1003 and 607.1004 of the Florida Business Corporation Act, the Amendment was approved by written consent of the holders of a majority of the outstanding shares of (i) the Corporation's common stock and Series A Preferred Stock voting together as one class and (ii) the Series A Preferred Stock voting as a separate class, each effective Oct. 14, 2003. The number of votes cast by such voting groups was sufficient for approval of the Amendment by such voting groups. No other voting group was entitled to vote on the Amendment.

Section 1 of the Designation titled "Designation and Amount" is hereby restated in its entirety as follows:

1. " 'Designation and Amount.' Nine Thousand Three Hundred Thirty-Five (9335) shares of the Preferred Stock of the Corporation, par value \$.01 per share, shall constitute a class of Preferred Stock designated as "Series A Preferred Stock" (the "Series A Preferred Stock")."

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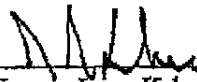
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IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on behalf of the Corporation this 14 day of Oct, 2003.

**FLOE HOLDINGS, INC.**

By:   
Name: Jerry Krbec  
Title: President

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