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GENESIS-APS AMERICA INC.

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**ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF
GENESIS-APS AMERICA INC.**

Pursuant to Chapters 607.1003 and 607.1006 of the Florida Business Corporation Act, the Articles of Incorporation of **GENESIS-APS AMERICA INC.**, a Florida corporation (the "Corporation"), are hereby amended according to these Articles of Amendment:

FIRST: The name of the Corporation is Genesis-APS America, Inc.

SECOND: ARTICLE IV. SHARES of the Articles of Incorporation is amended and restated in its entirety as follows:

"ARTICLE I. SHARES"

The total number of shares of stock that the Corporation is authorized to issue is One Thousand (1,000) shares, \$0.01 par value per share, of common stock, consisting of Five Hundred (500) shares of Class A Common Stock and Five Hundred (500) Shares of Class B Common Stock.

Each issued and outstanding share of Class A Common Stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders. The shares of Class B Common Stock shall not be entitled on any matter submitted to a vote at a meeting of the shareholders. Except with respect to voting rights as set forth above, the Class A Common Stock and the Class B Common Stock shall rank equally with respect to distributions (including distributions upon the dissolution of the corporation), dividends and all other rights available to holders of common stock pursuant to the Florida Business Corporation Act."

THIRD: The foregoing amendment was adopted by unanimous written consent of the directors and the shareholders of the Corporation, in accordance with Chapters 607.1003, 607.0704 and 607.0821 of the Florida Statutes, on November ~~11~~ ^{19th}, 2005, constituting a sufficient number of director and shareholder votes to approve the amendment.

IN WITNESS WHEREOF, the undersigned have executed this instrument this 19th day of November, 2005.

January 2006

MA. SBA.


Robert Ash
50% Shareholder and Director


Sarah Ash
50% Shareholder and Director

{Notary Page to Follow}

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STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

*Broward***NOTARY CERTIFICATION**

I HEREBY CERTIFY that the foregoing instrument was sworn to, subscribed and acknowledged by Robert Ash, in his capacity as a director and shareholder of Genesis-APS America Inc., before me on this November 19, 2006, who is personally known to me () or who produced identification () and who did take an oath.

NPA.
SBA.

Witness my hand and seal in the County and State aforementioned.



Linda R. Bozant
 NOTARY PUBLIC, State of Florida
 LINDA R. BOZANT
 Printed Name of Notary Public
 My Commission Expires: *June 22, 2008*

STATE OF FLORIDA)

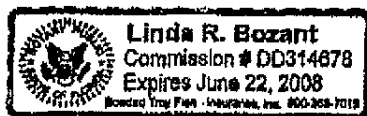
COUNTY OF MIAMI-DADE)

*Broward***NOTARY CERTIFICATION**

I HEREBY CERTIFY that the foregoing instrument was sworn to, subscribed and acknowledged by Sarah Ash, in her capacity as a director and shareholder of Genesis-APS America Inc., before me on this November 19, 2006, who is personally known to me () or who produced identification () and who did take an oath.

NPA.
SBA.

Witness my hand and seal in the County and State aforementioned.



Linda R. Bozant
 NOTARY PUBLIC, State of Florida
 LINDA R. BOZANT
 Printed Name of Notary Public
 My Commission Expires: *June 22, 2008*

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