

P05000095439

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**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
HARP USA INC.  
(a Florida corporation)**

Document No. P05000095439

Pursuant to the provisions of Sections 607.1003 and 607.1006 of the Florida Business Corporation Act, Harp USA Inc., a Florida corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation which were filed on July 6, 2005 and the Articles of Amendment which were filed on July 18, 2005.

**ARTICLE I  
Text of Amendment to the Articles of Incorporation**

The Corporation's Articles of Incorporation are hereby amended by deleting ARTICLE III thereof and replacing it in its entirety with the following:

**"ARTICLE III  
Shares**

The corporation shall have authority to issue 1,000,000 shares of capital stock, consisting of 500,000 shares of common stock having a par value of \$1.00 per share (the "Common Shares"), and 500,000 shares of preferred stock having a par value of \$1.00 per share (the "Preferred Shares").

The board of directors of the Corporation (the "Board of Directors") is authorized, subject to the limitations prescribed by law and this Article III, to provide for the issuance of shares of Preferred Shares in series ("Series"), and to establish from time to time the number of shares to be included in such Series, and to fix the designations, powers, preferences and rights of the Preferred Shares or the Series if Series are provided for and any qualifications, limitations, or restrictions thereof, all as shall hereinafter be stated and expressed in the Amendment or Amendments to the Articles of Incorporation adopted by the Board of Directors pursuant to applicable law of the State of Florida from time to time."

**ARTICLE II  
Date of Adoption**

These Articles of Amendment were adopted effective as of February 10, 2006.

**ARTICLE III  
Manner of Adoption**


These Articles of Amendment were adopted by at least a majority of votes of shareholders entitled to be cast on these Articles of Amendment.

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IN WITNESS WHEREOF, these Articles of Amendment have been duly executed on behalf of the Corporation by the undersigned authorized officer of the Corporation as of February 10, 2006.

HARP USA INC.

By:   
Name: Peter L. Wells  
Title: President