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ARTICLES OF AMENDMENT

TO THE

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

TDP INC.

TDP Inc., a Florida corporation (the "Corporation"), hereby certifies, pursuant to and in accordance with Section 607.1006 of the Florida Business Corporation Act, for the purpose of filing its Articles of Amendment to the Amended and Restated Articles of Incorporation (the "Amended Articles") with the Department of State of the State of Florida, that:

1. The name of the Corporation is TDP Inc.
2. The Corporation's Articles of Incorporation are hereby amended to increase (i) the aggregate number of authorized shares of Preferred Stock, par value \$0.01 per share and (ii) the aggregate number of shares of Preferred Stock designated as Series A Participating Convertible Preferred Stock by:

(A) deleting the phrase "Three Million (3,000,000) shares of Preferred Stock" in the first paragraph of Article IV and replacing it with the phrase "Three Million Seven Hundred Fifty Thousand (3,750,000) shares of Preferred Stock"; and

(B) deleting the phrase "Three Million (3,000,000) shares" in the second paragraph of Article IV section B(1) and replacing it with the phrase "Three Million Seven Hundred Fifty Thousand (3,750,000) shares."

3. The Amended Articles were adopted and approved on October 8, 2007 (i) by a unanimous written consent of the directors of the Corporation and (ii) by a written consent of the holders of a majority of the outstanding shares of common stock and of Series A Participating Convertible Preferred Stock of the Company. The Amended Articles shall be effective upon filing with the Department of State of the State of Florida.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to the Amended and Restated Articles of Incorporation to be executed by a duly authorized officer of the Corporation as of this 9th day of October, 2007.

TDP INC.

By:



Walter R. Novick
President

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