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ALPS HOLDING CORPORATION

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SECRETARY OF STATE
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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
ALPS HOLDING CORPORATION**

Pursuant to Section 607.1006 of the Florida Statutes, ALPS HOLDING CORPORATION, a corporation organized and existing under and by virtue of the laws of the State of Florida (the "Corporation"), does hereby certify:

1. **Name.** The name of the Corporation is ALPS HOLDING CORPORATION and was incorporated in Florida on December 20, 2007.
2. **Amendments Adopted.** The amendment adopted provides for the Corporation to designate the number of shares authorized from 100,000 shares of \$.001 par value common stock of which 100,000 shares are designated as "Voting Common Stock" to 100,000 shares of \$.001 par value common stock of which 1,000 shares shall be designated as "Voting Common Stock" and 99,000 shall be designated as "Non-Voting Common Stock."
3. **Text of Amendments.** Article IV is hereby amended by deleting such Article IV and substituting the following new Article IV which reads as follows:

ARTICLE IV
CAPITAL STOCK

The Corporation is authorized to issue 100,000 shares of \$.001 par value common stock of which 1,000 shares shall be designated as "Voting Common Stock" and of which 99,000 shares shall be designated as "Non-Voting Common Stock." Shares of Voting Common Stock shall be the only shares of the Corporation entitled to vote and each such share shall have an equal vote with regard to any matter requiring a vote. Shares of Non-Voting Common Stock shall have no right to vote with regard to any matter requiring a vote. In all other respects, the preferences, limitations, dividend rights, liquidation rights and all other relative rights of shares of common stock, whether Voting Common Stock or Non-Voting Common Stock, shall be identical and equal.

4. **Adoption of Amendments.** The foregoing amendment was approved by unanimous written consent of the sole Shareholder and sole Director of the Corporation pursuant to Sections 607.0704 and 607.0821, Florida Statutes, on the 14th day of May, 2008.
5. **Effective Date.** The effective date of the amendments herein certified shall be the date of filing these Articles of Amendment to Articles of Incorporation with the Florida Secretary of State.

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IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment to Articles of Incorporation as of the 14th day of May, 2008.



Aldo A. Laga, President

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