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

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, **CRANIUM TECHNOLOGIES (USA) INC.**, a Florida corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST. The date of filing the Articles of Incorporation was October 4, 2011 (Document No. P11000087227).

SECOND. The following amendment to the Articles of Incorporation was adopted by the Corporation:

Article IV of the Articles of Incorporation of the Corporation is hereby amended as follows:

"ARTICLE IV

This Corporation shall have the authority to issue Two Hundred Million (200,000,000) shares of Common Stock having a par value of \$0.01 per share. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders."

THIRD. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain unchanged.

FOURTH. In accordance with Section 607.0123(2) of the Florida Business Corporation Act, this Amendment shall be effective upon filing with the Florida Department of State.

FIFTH. The foregoing Amendment to the Articles of Incorporation of the Corporation was proposed and unanimously approved by the board of directors and the sole shareholder of the Corporation by written consent on October 25, 2011, pursuant to Sections 607.0704 and 607.0821 of the Florida Business Corporation Act. The number of votes cast for the foregoing Amendment by the shareholder was sufficient for approval.

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IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed these Articles of Amendment this 25 day of October, 2011.

CRANIUM TECHNOLOGIES (USA) INC.,
a Florida corporation

By: 
Name: Ronald Holland
Title: President

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