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BASIC AMENDMENT

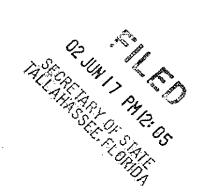
OTOTL, INC.

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FIRST AMENDMENT TO ARTICLES OF INCORPORATION OF OTOTL, INC.



The following provision of the Articles of Incorporation of OTOTL, INC., a Florida corporation ("Corporation"), Document No. P95000004329, filed with the Florida Secretary of State on January 18, 1995, is hereby amended as set forth below:

Article III of the Articles of Incorporation of the Corporation shall be amended by deleting Article III in its entirety and inserting in its place a new Article III to read as follows:

ARTICLE III CAPITAL STOCK

The total number of shares which the Corporation is authorized to issue is 10,000 shares of Common Stock, par value \$1.00 per share.

The foregoing amendment was adopted by Written Consent of the Sole Shareholder and Director of the Corporation dated as of June 11-1, 2002.

IN WITNESS WHEREOF, the undersigned, being the President of the Corporation, has executed this First Amendment to Articles of Incorporation as of June 14, 2002.

OTOTL, INC.

Andrew Franklin Presiden

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