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DIVISION OF CORPORATIONS

BASIC AMENDMENT

R.S.E. CORP.

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ARTICLES OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
R.S.E. CORP.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

R.S.E. Corp., a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida (the "Corporation"), pursuant to the provisions of section 607.1006 does hereby adopt the following amendment to its Articles of Incorporation and does hereby certify:

FIRST: That the amendment was approved by the sole shareholder of said Corporation by written consent dated JULY 30, 2004. The number of votes cast for the amendment by the shareholder was sufficient for approval. The adopted resolution proposing and declaring advisable the following Amendment to the Articles of Incorporation of said Corporation is as follows:

RESOLVED, that the Articles of Incorporation of the Corporation be amended by changing Article FOURTH to read as follows:

"The total number of shares of common stock which the Corporation shall have authority to issue is five hundred (500) shares, four hundred seventy-five (475) shares of which shall be non-voting common stock, without par value, and twenty-five (25) shares of which shall be voting common stock, without par value. There are no preemptive rights."

FURTHER RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed to file the Articles of Amendment of the Articles of Incorporation with the Secretary of State of Florida and to cause a copy thereof certified by said Secretary of State to be recorded as necessary, and also to file the necessary documents, if any, concerning said Amendment with the appropriate filing officers in all jurisdictions where the Corporation has heretofore qualified to do business as a foreign corporation.

SECOND: That the aforementioned Amendment was duly adopted in accordance with the applicable provisions of the Business Corporation Act of the State of Florida.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be duly executed on the 30th day of July, 2004.

R.S.E. CORP.

By: _____

Name: Susan Rahn

Title: President