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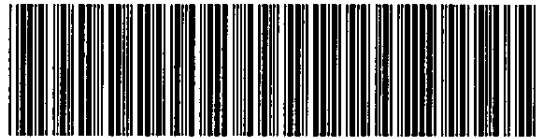
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Amend

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December 12, 2006

Secretary of State  
Division of Corporations  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Articles of Amendment to the Articles of Incorporation of The Kramer Group,  
Inc.

Dear Sir/Madam:

Enclosed please find two copies of the executed Articles of Amendment to the Articles of Incorporation of The Kramer Group, Inc., together with a check, in the amount of \$35.00, to cover the filing fee.

Once the articles of amendment are filed, please send a stamped copy to the above address.

If you have any questions or need further information, please do not hesitate to contact me at the above telephone number. Thank you for your assistance.

Very truly yours,



Edward R. Alexander, Jr.

Enclosures.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
THE KRAMER GROUP, INC.

THE KRAMER GROUP, INC., a Florida corporation (the "**Corporation**"), by and through its President, hereby adopts an amendment to its Articles of Incorporation of May 5, 1995, as amended by those Articles of Amendment of July 31, 2003, as hereinafter set forth.

1. Pursuant to Section 607.1003 of the Florida Statutes, the Board of Directors of the Corporation and the shareholders of the Corporation, in accordance with Sections 607.0821 and 607.0704 of the Florida Statutes, on December 12, 2006, adopted an amendments to amended Article III of the Articles of Incorporation of the Corporation. Articles III is deleted in its entirety and the following is substituted therefor:

ARTICLE III  
CAPITAL STOCK

Section 1. The Corporation is authorized to issue one class of capital stock, to be designated Common Stock ("**Common Stock**"). The maximum number of shares of Common Stock that this Corporation is authorized to issue and have outstanding at any one time is One Million Eight Hundred Thousand (1,800,000) shares. Of the authorized shares of Common Stock:

- (A) One Million Five Hundred Thousand (1,500,000) shares are hereby designated Class A Common Stock (hereinafter "**Class A Common Stock**"); and
- (B) Three Hundred Thousand (300,000) shares are hereby designated Class B Common Stock (hereinafter "**Class B Common Stock**");

both with the rights, preferences, privileges and restrictions as set forth in the succeeding provisions of this Article III. The capital stock of this Corporation shall have a par value of \$0.001 per share.

Section 2. The holders of all classes of the Common Stock shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

Section 3. The holders of the Class A Common Stock shall be entitled to vote upon all matters upon which holders of the Common Stock have the right to vote, and shall be entitled to one (1) vote for each such share held by them, respectively. The holders of the Class B Common Stock shall have no voting rights, except as required by the Florida Business Corporation Act, as amended from time to time.

Section 4. All or any portion of the capital stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

2. Except as modified hereby, the amended Articles of Incorporation of the Corporation shall be and remain in full force and effect.

3. The number of votes cast for the amendment by the shareholders was sufficient for approval. The number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

IN WITNESS WHEREOF, these Articles of Amendment have been executed this 12th day of December, 2006.

  
\_\_\_\_\_  
Charles E. Kramer, President

**ACTION BY WRITTEN CONSENT  
OF THE HOLDERS  
OF THE CLASS A COMMON STOCK AND  
THE CLASS B COMMON STOCK OF  
THE KRAMER GROUP, INC.**

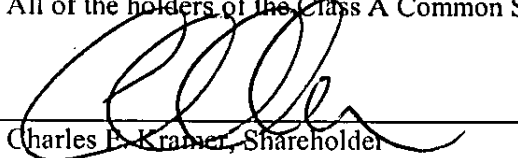
The undersigned, being the all of the holders of the Class A Common Stock, \$0.001 par value, of The Kramer Group, Inc., a Florida corporation (the "Corporation") and the holders of a majority of the Class B Common Stock, \$0.001 par value, of the Corporation, voting as a class, pursuant to § 607.0704, Florida Statutes, do consent to and take the following action in lieu of holding a meeting of shareholders of the corporation, to have the same effect as action taken at a duly called meeting of shareholders at which all shares were present and voting:

1. The Articles of Amendment, attached hereto as Exhibit A and incorporated herein, amending the Articles of Incorporation of the Corporation, changing the capital structure of the Corporation, are hereby approved and adopted.
2. The actions and decisions of the directors and officers of the Corporation regarding the management of the Corporation taken and made in good faith and in the best interests of the Corporation since the date of the last meeting of the shareholders of the Corporation are hereby adopted, ratified, and approved.

Execution of this document by the undersigned, being all of the holders of the Preferred Stock of the Corporation and the holders of a majority of the Common Stock of the Corporation, pursuant to Sections 607.0704 and 607.1003, respectively, of the Florida Statutes, and the subsequent insertion of this document in the minute book of the Corporation, waives any requirement of a formal annual meeting of the Shareholders and Directors to conduct the business referred to herein.


Dated as of this 12th day of December, 2006.

All of the holders of the Class A Common Stock of the Corporation:

  
\_\_\_\_\_  
Charles P. Kramer, Shareholder

A majority of the holders of the Class B Common Stock of the Corporation:

\_\_\_\_\_  
William Kramer, Shareholder

  
\_\_\_\_\_  
Christopher Rohe, Shareholder