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NAME: MARS, INC.

AUDIT NUMBER.....H97000019345

DOC TYPE.....BASIC AMENDMENT

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Amendment

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NAME: MARS, INC.

AUDIT NUMBER.....HS7000019345

DOC TYPE.....BASIC AMENDMENT

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**FIRST AMENDMENT
TO THE
SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MARS, INC.**

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The Second Amended and Restated Articles of Incorporation of MARS, Inc. ("Articles"), a Florida corporation ("Corporation"), filed with the Department of State on October 22, 1997, Charter Number P95000088716, are hereby amended as shown below:

1. The first sentence of Article V, Section 6 of the Articles is hereby deleted, and replaced in its entirety, with the following:

21,750,000 shares of the Corporation's Preferred Stock, par value \$0.001 per share, shall be designated as the "Series B Convertible Preferred Stock" (the "Series B Preferred Stock").

2. Article V, Section 5.7 of the Articles is hereby amended by adding, after the definition of the word "Person" contained therein, the following new definition:

"Preferred Stock Director" means each member of the Board of Directors of the Corporation that, pursuant to these Articles of Incorporation, has been elected by a class of holders of Preferred Stock having the right to separately elect one or more members to the Board of Directors.

3. Article V, Section 5.5 of the Articles is hereby amended by adding the following to the end of subparagraph A thereof:

At all times prior to a Qualifying Public Offering (as defined in Article V, Section 6.8E hereof), the Corporation's Bylaws shall provide that: (1) in the event that Mark Begelman ceases to serve as the Chief Executive Officer of the Corporation as a result of his death, disability or voluntary resignation, the selection of a replacement Chief Executive Officer shall require approval by the Board of Directors, with the concurrence of not less than two-thirds (2/3) of the Preferred Stock Directors; and (2) approval by the Board of Directors of a Qualifying Public Offering that represents an aggregate valuation of the fully diluted Common Stock, immediately preceding such public offering, that is not a least \$180 Million shall require the concurrence of not less than two-thirds (2/3) of the Preferred Stock Directors.

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4. Article V, Section 6.7 of the Articles is hereby amended by adding, after the definition of the word "Person" contained therein, the following new definition:

"Preferred Stock Director" means each member of the Board of Directors of the Corporation that, pursuant to these Articles of Incorporation, has been elected by a class of holders of Preferred Stock having the right to separately elect one or more members to the Board of Directors.

5. Article V, Section 6.5 of the Articles is hereby amended by adding the following to the end of subparagraph A thereof:

At all times prior to a Qualifying Public Offering (as defined in Article V, Section 6.8E hereof), the Corporation's Bylaws shall provide that: (1) in the event that Mark Begelman ceases to serve as the Chief Executive Officer of the Corporation as a result of his death, disability or voluntary resignation, the selection of a replacement Chief Executive Officer shall require approval by the Board of Directors, with the concurrence of not less than two-thirds (2/3) of the Preferred Stock Directors; and (2) approval by the Board of Directors of a Qualifying Public Offering that represents an aggregate valuation of the fully diluted Common Stock, immediately preceding such public offering, that is not a least \$180 Million shall require the concurrence of not less than two-thirds (2/3) of the Preferred Stock Directors.

This First Amendment to the Second Amended and Restated Articles of Incorporation was, on November 20th, 1997: (i) approved by the Corporation's Board of Directors for adoption by the shareholders of the Corporation; (ii) approved by shareholders owning a majority of all votes entitled to be cast on the amendment; (iii) separately approved by the shareholders owning a majority of all votes entitled to be cast by the holders of the Corporation's Series A Convertible Preferred Stock; and (iv) separately approved by the shareholders owning a majority of all votes entitled to be cast by the holders of the Corporation's Series B Convertible Preferred Stock; and (v) the number of votes cast were sufficient for approval.

IN WITNESS WHEREOF, the undersigned, being the Vice President of this Corporation, has executed this First Amendment to the Second Amended and Restated Articles of Incorporation as of the 20th day of November, 1997.


Robert Zobel, Vice President

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