

P95000088716

Florida Department of State

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BASIC AMENDMENT

MARS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$43.75

Amendment

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DIVISION OF CORPORATIONS

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TALLAHASSEE, FLORIDA

FA# H99-31595

ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
MARS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Third Amended and Restated Articles of Incorporation dated March 3, 1999 (the "Articles of Incorporation") of MARS, Inc., a Florida corporation ("Corporation"), filed with the Department of State on March 4, 1999, Charter Number P95000088716, be, and are hereby further amended as shown below:

The Articles of Incorporation of this Corporation are amended to read as follows:

Section 1 of Article V of the Articles of Incorporation is amended by deleting the existing provision in its entirety and replacing it with a new provision to read as follows:

1. *Authorized Capital Stock.* Except as otherwise required by law, authorized shares of capital stock for the Corporation, regardless of Class or series, may be issued by the Corporation, from time to time in such amounts, for such lawful consideration and for such corporate purposes as the Board of Directors may from time to time determine. All capital stock when issued and fully paid for shall be deemed fully paid and non-assessable. The total number of shares of all classes of capital stock which the Corporation shall have authority to issue shall be 600,000,000 consisting of:

- (a) 400,000,000 shares of Class A Common Stock, having a par value of \$.001 per share;
- (b) 100,000,000 shares of Class B Common Stock, having a par value of \$.001 per share; and
- (c) 100,000,000 shares of Preferred Stock, having a par value of \$.001 per share.

The Articles of Amendment were duly adopted as of November 1, 1999, by the Corporation's Board of Directors and shareholders in an amount sufficient for approval thereof.

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IN WITNESS WHEREOF, the undersigned, being the Chairman and Chief Executive Officer of this Corporation, has executed these Articles of Amendment as of the 1st day of November, 1999.



Name: Mark D. Begelman

Title: Chairman and Chief Executive Officer