

P96000073762

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BASIC AMENDMENT

NRD GROUP, INC.

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Page Count	01
Estimated Charge	\$43.75

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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
NRD GROUP, INC.**

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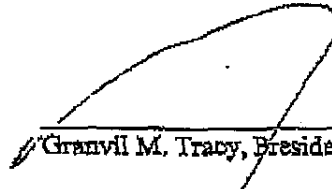
The undersigned, Granvil M. Tracy, being the President of NRD Group, Inc., a Florida corporation (the "Corporation"), incorporated September 5, 1996, under Document No. P96000073762, does hereby certify, attest and serve notice, pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, that the Articles of Incorporation of the Corporation are hereby amended as follows:

"ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is Three Million (3,000,000) shares of common stock, \$1.00 par value."

The foregoing amendment of the Articles of Incorporation of the Corporation has been duly and unanimously authorized, adopted and approved by the Board of Directors and all of the shareholders of the Corporation by Joint Unanimous Written Consent thereto dated as of May 20, 2003. All other provisions of the Articles of Incorporation of the Corporation shall remain in full force and effect without any modification thereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal in his capacity as aforesaid as of the 20th day of May, 2003, on behalf of the Corporation.


Granvil M. Tracy, President