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AMERICA II JAPAN, INC.

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May 4, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

AMERICA II JAPAN, INC.
C/O D. MICHAEL POINTER, II
2510 118TH AVE N.
ST. PETERSBURG, FL 33716

SUBJECT: AMERICA II JAPAN, INC.
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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
AMERICA II JAPAN, INC.**

Pursuant to Section 607.1006 of the Florida Statutes, this Florida corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE I.

The name of the Corporation is AMERICA II JAPAN, INC.

ARTICLE II.

The Articles of Incorporation are further amended by deleting Article III. in its entirety and by replacing it with the following:

"ARTICLE III. CAPITAL STOCK

The number of shares of capital stock that the corporation is authorized to issue is 500,000 shares of common stock, having a par value of \$1.00 per share."

ARTICLE III.

This amendment is effective as of the date of this filing.

ARTICLE IV.

These Articles of Amendment were adopted by the Board of Directors and shareholders of the corporation, and the number of shares cast in favor of these Articles of Amendment by the shareholders was sufficient for approval.

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These Articles of Amendment to the Articles of Incorporation are executed for the Corporation by its Chief Executive Officer as of April 28, 2006.

AMERICA II JAPAN, INC.



Michael B. Galinski, Chief Executive Officer

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