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DIVISION OF CORPORATIONS

**BASIC AMENDMENT**  
**GUNN ALLEN HOLDINGS, INC.**

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ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
GUNN ALLEN HOLDINGS, INC.

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To the Department of State  
of the State of Florida:

Pursuant to the provisions of Sections 607.1003 and 607.1006 of the Florida Business Corporation Act (the "FBCA"), the corporation hereinafter named (the "**Corporation**") does hereby amend its Articles of Incorporation, as heretofore amended.

**First**, The name of the Corporation is GUNN ALLEN HOLDINGS, INC. The Articles of Incorporation of this Corporation were filed by the Department of State of the State of Florida and became effective on February 19, 1997. Articles of Amendment to the Articles of Incorporation were filed and became effective on May 13, 2002, June 4, 2002, February 21, 2003, and March 26, 2003.

**Second**, The Articles of Incorporation of the Corporation are further amended hereby. The text of the amendment is annexed hereto and made a part hereof (the "**Amendment**"). Henceforth, the Articles of Incorporation of the Corporation are hereby amended and restated so as to read as set forth in the Amendment annexed hereto.

**Third**, This Amendment shall become effective as of the date it is filed and recorded in the manner required by the laws of the State of Florida in order to make the same effective.

\* \* \* \* \*

**CERTIFICATE**

It is hereby certified that:

1. The annexed Amendment contains amendments to the Articles of Incorporation of the Corporation which require shareholder approval.
2. The date of adoption of the aforesaid Amendment was August 8, 2005.
3. A majority of the holders of outstanding shares of Common Stock, par value \$.001 per share, of the Corporation (the "**Shareholders**"), which is the only class of securities of the Corporation that is entitled to vote hereon, approved and adopted the Amendment.
4. The number of votes cast in favor of the Amendment by the Shareholders was sufficient for the approval thereof.
5. The above-described action taken by the Shareholders was given by written consent, without a meeting, in accordance with Section 607.0704 of the FBCA.

*Signature Page Follows.*

**ANNEX I**  
**TEXT OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
GUNN ALLEN HOLDINGS, INC.**

The following resolution was unanimously approved by the Board of Directors and adopted by the holders of a majority of the outstanding shares of Common Stock of the Corporation on August 8, 2005.

**RESOLVED**, That, as of the date this resolution is filed and recorded in the manner required by the laws of the State of Florida in order to make the same effective, the text of Section A of Article IV of the Articles of Incorporation of the Corporation shall be amended and restated and henceforth shall read as follows:

**ARTICLE IV - CAPITAL STOCK**

(A) Authorized Capital Stock. The aggregate number of shares of stock which the Corporation shall have authority to issue shall be Seventeen Million (17,000,000) shares, of which:

(i) Fifteen Million (15,000,000) shares shall be common stock, with a par value of \$.001 per share (hereinafter "Common Stock"), and

(ii) Two Million (2,000,000) shares shall be preferred stock, with a par value of \$.01 per share (hereinafter "Preferred Stock")."

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Executed on August 8, 2005.

GUNN ALLEN HOLDINGS, INC.  
A Florida Corporation

By:



Richard A. Frueh, As Its Chief Executive Officer

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