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BASIC AMENDMENT

PASCO BRANDS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$43.75

Amend

S. PAYNE DEC 8 2000

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**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
PASCO BRANDS, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, Pasco Brands, Inc., a Florida corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

**ARTICLE I**

**Name**

The name of the corporation is Pasco Brands, Inc.

**ARTICLE II**

**Amendment**

Article VIII of the Articles of Incorporation of the Corporation shall be amended in its entirety to read as follows:

**"ARTICLE VIII**

**Exculpation and Indemnification**

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act. If the Florida Business Corporation Act is amended after the filing of these Articles of Incorporation of which this Article VIII is a part to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of directors and officers of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

The Corporation shall indemnify to the fullest extent permitted by law, whether currently existing or arising in the future, any person who is made, or is threatened to be made, a party to any action, suit or proceeding (whether civil, criminal, administrative, or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served as a director or officer of any other enterprises at the request of the Corporation.

Any repeal or modification of the foregoing paragraphs of this Article VIII by the shareholders of the Corporation shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or modification."

Prepared by:

Hunter J. Brownlee, Esq.  
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TPA#1648148.01

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**ARTICLE III**  
**Date of Adoption**

The amendment was adopted by the Corporation's sole shareholder on November 16, 2000.

**ARTICLE IV**  
**Manner of Adoption**

The amendment was duly approved by the sole shareholder of the Corporation and the number of votes cast for the amendment by the sole shareholder was sufficient for approval.

[Signature Page Follows]

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Dated this 16 day of November, 2000.

PASCO BRANDS, INC.

By: Robert A. Peiser  
Name: Robert A. Peiser  
Title: GEO