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Division of Corporations

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

FUSSELL HOLDING CO.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT
OF
FUSSELL HOLDING CO., A FLORIDA CORPORATION

1. The name of the Corporation is FUSSELL HOLDING CO., a Florida corporation (the "Corporation").

2. Article III of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

ARTICLE III
CAPITAL STOCK

The corporation is authorized to issue Two Hundred Thousand (200,000) shares of (\$0.01) par value Common Stock.

All other paragraphs remain the same.

The foregoing amendment was adopted by the sole Director and the holder of a majority of the issued and outstanding shares of Common Stock of the Corporation eligible to vote by a Written Consent signed by him, effective as of April 8, 2003, manifesting his intention that this amendment to the Articles of Incorporation be adopted, pursuant to Section 607.1003, Florida statutes. The number of votes cast for the amendment was sufficient for approval by the Stockholder.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment, effective as of the 10th day of April, 2003.


George Fussell, President

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