

Division of Corporations

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**AMENDMENT TO ARTICLES OF INCORPORATION
OF
RMB USA, INC.**

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WHEREAS, the Articles of Incorporation of RMB USA, INC. were filed with and approved by the Secretary of State of the State of Florida on January 12, 1999; and

WHEREAS, it is the intention of the sole director and the sole stockholder of RMB USA, INC. that the Articles of Incorporation of RMB USA, INC. be amended, in accordance with the proposed amendment hereinafter set forth; and

WHEREAS, the proposed amendment to the Articles of Incorporation of RMB USA, INC. hereinafter set forth was approved and adopted by the sole director and the sole stockholder, comprising the only voting group of stockholders, of RMB USA, INC., pursuant to the provisions of Florida Statutes, Section 607.1003(5), on the 16th day of December, 2009 and

WHEREAS, the approval of the Secretary of State of the State of Florida of the proposed amendment hereinafter set forth is hereby requested.

NOW, THEREFORE, the Articles of Incorporation of RMB USA, INC. are hereby amended by deleting in its entirety the present Article V, and by substituting therefor the following, to-wit:

"ARTICLE V

Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation (the "Shares") shall consist of one class only and shall be comprised of 100,000 shares of common capital stock having a par value of \$.01 per share of which (i) 1,000 shares shall be designated voting shares (the "Voting Shares"), entitling the holders thereof to one (1) vote with respect to all matters to be properly voted on by the stockholders of the corporation, and (ii) 99,000 shares shall be designated non-voting shares (the "Non-Voting Shares"), entitling the holders thereof to no voting rights. Each Voting Share and each Non-Voting Share shall participate equally in all dividends paid by the corporation and in the assets of the corporation upon its liquidation or dissolution.

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All or any part of the Shares may be paid for in cash, in property, or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election."

IN WITNESS WHEREOF, this Amendment to Articles of Incorporation is hereby executed on behalf of RMB USA, INC. by its President this 16th day of December, 2009.

RMB USA, INC.

By: Ruth L. Benfield, President
Ruth L. Benfield, President

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