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BASIC AMENDMENT

SBCM HOLDINGS INCORPORATED

Certificate of Status	0
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AMEND
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SBCM HOLDINGS INCORPORATED**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1006, Florida Statutes, the undersigned, SBCM Holdings Incorporated, a Florida corporation, by a Director, does hereby make and execute these Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is SBCM Holdings Incorporated.
2. The text of the amendment adopted is as follows:

RESOLVED, that the Articles of Incorporation of this corporation be amended by deleting Article III, Sections (1) and (2) thereof in their entirety and by inserting, in lieu thereof, the following new Article III, Sections (1) and (2):

(1) Authorized Shares. The aggregate number of shares which the corporation shall have authority to issue is 15,000,000, consisting of 5,000,000 shares of Class A Common Stock, 5,000,000 shares of Class B Common Stock and 5,000,000 shares of Preferred Stock.

(2) Common Stock. The holders of the Class A Common Stock shall be entitled to one vote per share on all matters submitted to a vote of the shareholders of the corporation, except matters required to be voted on exclusively by holders of Preferred Stock or of any series of Preferred Stock. The holders of the Class B Common Stock shall not have any voting rights (other than as may be required by the Florida Business Corporation Act). Except as to voting rights, the preferences and rights of the Class A and Class B Common Stock shall be identical, including identical rights as to dividends and to distributions upon dissolution of the corporation.

3. The date of the adoption of the amendment by the directors of the corporation was April 1, 1999.
4. The amendment was approved by the board of directions without shareholder action. Shareholder action was not required because the corporation has not yet issued shares.

Dated: April 1, 1999.

SBCM HOLDINGS INCORPORATED

Prepared by:
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By 
Name: John F. Collopy, Jr.
Title: Director

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