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DIVISION OF CORPORATIONS

BASIC AMENDMENT

BCSD, INC.

Certificate of Status	0
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Amendment

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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
BCSD, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1003 and 607.1006 of the Florida Statutes, BCSD, Inc., a Florida corporation, hereby adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is BCSD, Inc.
2. Article VIII is hereby deleted in its entirety and replaced with the following:

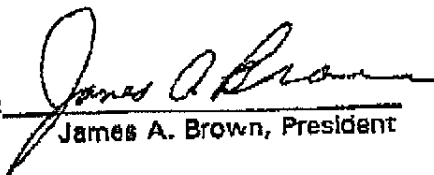
ARTICLE VIII

A stock certificate for 100 shares of fully paid and non-assessable shares of common stock of the Corporation shall be issued upon receipt of adequate consideration as determined by the Board of Directors in the name of Cybarcloseout, Inc.

3. The foregoing amendment was adopted by consent of action of the Sole Shareholder and the Sole Director on February 22, 1999. The number of votes cast by the shareholder was sufficient for approval.

Dated this 22<sup>nd</sup> day of February, 1999.

BCSD, Inc.

By:   
James A. Brown, President

Prepared by:  
Douglas P. Fremont, Esq.  
Greenberg Traurig, P.A.  
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