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BASIC AMENDMENT
PRAIRIE FUND, INC.

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Amendment

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PRAIRIE FUND, INC.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned, Prairie Fund, Inc., a Florida corporation, by its President, does hereby make and execute these Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Prairie Fund, Inc.
2. The text of the amendments adopted are as follows:

RESOLVED, that ARTICLE III of the Articles of Incorporation of this corporation be amended and replaced in its entirety thereof to read as follows:

ARTICLE III

Authorized Shares

The aggregate number of shares which the corporation shall have authority to issue is 10,000,000 shares of Common Stock, \$.01 par value per share.

* * * * *

RESOLVED, that ARTICLE VII of the Articles of Incorporation of this corporation be amended thereof to replace the name of Nancy C. Markovitch with Nancy C. Markovitch.

3. The date of the adoption of the amendment by the shareholder of the corporation was June 14, 1999.

4. The number of votes cast for the amendment by the shareholders of the corporation was sufficient for approval.

Dated: June 14, 1999.

PRAIRIE FUND, INC.

By 

Name: Matthew Zuckerman

Title: President

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