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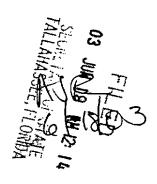


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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF TOPP GROUP, INC.

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Pursuant to the provisions of Section 607.1006, Florida Statutes, Topp Group, Inc., a Florida for profit corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation filed with the Florida Department of State on September 20, 1999 (as such Articles of Incorporation have been amended from time to time).

FIRST: Article V of the Articles of Incorporation is hereby amended to read as follows:

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of voting common stock having a par value of \$.01 per share and 10,000 shares of non-voting common stock having a par value of \$.01 per share.

SECOND: The date of the amendment's adoption was June 13, 2003.

THIRD: The amendment was approved by the shareholders through voting groups representing, respectively, the shareholders holding shares of voting common stock of the Corporation and the shareholders holding shares of non-voting common stock of the Corporation. The amendment was approved by the unanimous vote of the shareholders holding shares of voting common stock of the Corporation. The amendment was approved by the unanimous vote of the shareholders holding shares of non-voting common stock of the Corporation.

These Articles of Amendment to the Articles of Incorporation have been executed as of this 12 day of 50 kg 2003.

Odalys Kuck, Secretary