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GOLDBERG & SIMPSON, PSC

December 13, 2001

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**ALSO ADMITTED DISTRICT
OF COLUMBIA
†PROFESSIONAL SERVICE
CORPORATION

Florida Secretary of State
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Articles of Amendment to
Articles of Incorporation for
Neptune Investors, Inc.
Document #: P99000086266

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*****35.00 *****35.00

Dear Sir or Madam:

Enclosed for filing please find the original and two (2) copies of the Articles of Amendment to Articles of Incorporation for Neptune Investors, Inc. Also enclosed is our check in the amount of \$35.00 in payment of the filing fee. Please return a file-stamped copy for our records to:

Goldberg & Simpson, P.S.C.
3000 National City Tower
101 South Fifth Street
Louisville, Kentucky 40202
Attn: Celia A. Lovett, Paralegal

If you have any questions, I may be contacted at (502) 589-4440. Thank you in advance for your cooperation in this matter.

Very truly yours,

GOLDBERG & SIMPSON, P.S.C.

Celia A. Lovett

Celia A. Lovett, Paralegal
Enclosures

Amend.

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
NEPTUNE INVESTORS, INC.
Document #: P99000086266**

In accordance with the laws of the State of Florida, the following Articles of Amendment to the Articles of Incorporation of Neptune Investors, Inc., a Florida corporation (the "**Corporation**"), are hereby adopted:

FIRST: Article IV of the Corporation's Articles of Incorporation is hereby amended in its entirety to read as follows:

"This corporation is authorized to issue One Thousand (1,000) shares of no par value common stock."

SECOND: The Corporation will reissue outstanding stock certificates indicating no par value.

THIRD: The date of this Amendment's adoption is December 12, 2001.

FOURTH: The Amendment was approved by the sole shareholder.

Signed this 12th day of December, 2001.

NEPTUNE INVESTORS, INC.

By: 

John Piccione, President