

S19923

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Amendment
2-11-08

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
RED RYDER ENTERPRISES, INC.
Document No. #S19923**

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002
SECRETARY OF STATE
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Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, **RED RYDER ENTERPRISES, INC.**, a Florida corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE I
Name

The name of the corporation is Red Ryder Enterprises, Inc.

ARTICLE II
Amendment

Article V of the Articles of Incorporation of the Corporation shall be amended in its entirety to read as follows:

"ARTICLE V
Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation (the "Shares") shall consist of one class only and shall be comprised of 2,000,000 shares of common capital stock having a par value of \$.01 per share of which (i) 2,000 shares shall be designated voting shares (the "Voting Shares"), entitling the holders thereof to one (1) vote with respect to all matters to be properly voted on by the stockholders of the corporation, and (ii) 1,998,000 shares shall be designated non-voting shares (the "Non-Voting Shares"), entitling the holders thereof to no voting rights. Each Voting Share and each Non-Voting Share shall participate equally in all dividends paid by the corporation and in the assets of the corporation upon its liquidation or dissolution. All or any part of the Shares may be paid for in cash, in property, or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election."

ARTICLE III
Date of Adoption

The amendment was adopted by the Corporation's sole director and sole shareholder on Aug 4, 2007.

ARTICLE IV
Manner of Adoption

The amendment was duly approved by the sole stockholder and sole member of the Board of Directors of the Corporation by unanimous written consent pursuant to the Florida Business Corporation Act. The holder of the common capital stock of the Corporation constitutes the only voting group of stockholders entitled to vote on this amendment, and the number of votes cast for the amendment by the shareholder was sufficient for approval.

ARTICLE V
Effective Date

The foregoing amendment shall become effective upon the filing with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned, constituting the President and Secretary of RED RYDER ENTERPRISES, INC., has executed these Articles of Amendment this 11th day of Aug., 2007.

RED RYDER ENTERPRISES, INC.
a Florida corporation

By: [Signature]
Name: Patricia A. Slesinger
Title: President and Secretary