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BASIC AMENDMENT

TOM RICHARDS, INC.

Certificate of Status	0
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G. Gulletto OCT 29 2004

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
TOM RICHARDS, INC.

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TOM RICHARDS, INC., a Florida corporation, under its corporate seal in hand of its First Vice President, Tom Richards, hereby certifies that:

1. The Board of Directors of said corporation, at a meeting called and held on the 29TH day of OCTOBER, 2004, adopted the following resolution:

"BE IT RESOLVED by the Board of Directors of Tom Richards, Inc., a Florida corporation, that the article entitled "THIRD" of the Articles of Incorporation be amended, changed and altered so that it reads as follows:

THIRD: The aggregate number of shares which the corporation is authorized to issue is five hundred shares, divided into two classes. The designation of each class, the number of shares of each class, and the par value, if any, of the shares of each class, or a statement that the shares of any class are without par value, are as follows:

Class	Number of Shares	Par Value Per Share
V	50	\$0.01
NV	4950	\$0.01

The limitations in respect to the shares of each class are that Class "V" is voting and Class "NV" is non-voting.

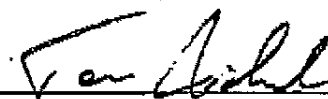
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2. The meeting of the shareholders of the corporation called by the Board of Directors as aforesaid, was held on the 29th day of OCTOBER, 2004, and at said special meeting of the shareholders, said amendment to the Articles of Incorporation was duly adopted by the unanimous vote of all shareholders.

IN WITNESS WHEREOF, said corporation has caused this Amendment to the Articles of Incorporation to be filed in its name by its First Vice President and its corporate seal to be affixed on this 29th day of OCTOBER, 2004.

TOM RICHARDS, INC.

By: 
Tom Richards, First Vice President

(Corporate Seal)

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