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BASIC AMENDMENT

NEWCO COLORADO, INC.

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**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
NEWCO COLORADO, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "FBCA"), the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is NEWCO COLORADO, INC. (hereinafter called the "Corporation").
2. Article III of the Corporation's Articles of Incorporation is hereby deleted and a new Article III is inserted in its place, as follows:

ARTICLE III
CAPITAL STOCK

(a) **General.** The number of shares of capital stock that the Corporation is authorized to issue is (i) One Hundred Million (100,000,000) shares, \$.001 par value per share, of common stock (the "Common Stock"), consisting of (A) 20,000,000 shares of Class A common stock (the "Class A Common Stock"), (B) 40,000,000 shares of Class B common stock (the "Class B Common Stock"), and (C) 40,000,000 shares of Class C common stock (the "Class C Common Stock"), and (ii) Twenty Million (20,000,000) shares, \$.001 par value per share, of preferred stock (the "Preferred Stock"). Each share of Common Stock shall have the same rights as all other shares of Common Stock except for the relative rights of each class of the Common Stock as set forth in this Article III

(b) **Rights of Common Stock.** The designations, powers, preferences, rights, qualifications, limitations and restrictions of the Common Stock are as follows:

(i) **General.** Except as otherwise provided herein or as otherwise provided by law, all shares of Common Stock shall have identical rights and privileges in every respect and shall be treated identically in all respects.

(ii) **Dividends.** Subject to the prior rights and preferences, if any, applicable to shares of the Preferred Stock, the holders of the Common Stock shall be entitled to participate ratably, on a share-for-share basis as if all shares were of a single class, in such dividends, whether in cash, stock or otherwise, as may be declared by the Board of Directors of the Corporation from time to time out of funds of the Corporation legally available therefor; provided, however, that any dividends payable in shares of Common Stock (or payable in rights to subscribe for or purchase shares of Common Stock or securities or indebtedness convertible into or exchangeable for shares of

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Common Stock) shall be declared and paid at the same rate on each class of Common Stock and only:

(A) in shares of Class A Common Stock (or rights to subscribe for or to purchase shares of Class A Common Stock or securities or indebtedness convertible into or exchangeable for shares of Class A Common Stock) to holders of Class A Common Stock;

(B) in shares of Class B Common Stock (or rights to subscribe for or to purchase shares of Class B Common Stock or securities or indebtedness convertible into or exchangeable for shares of Class B Common Stock) to holders of Class B Common Stock; and

(C) in shares of Class C Common Stock (or rights to subscribe for or to purchase shares of Class C Common Stock or securities or indebtedness convertible into or exchangeable for shares of Class C Common Stock) to holders of Class C Common Stock.

(iii) Voting.

(A) Class A and Class C. Except as may otherwise be provided by law, (1) the holders of Class A Common Stock and Class C Common Stock shall vote together as a single class with respect to all matters submitted to a vote of shareholders, (2) the Class A Common Stock shall entitle the holders thereof to ten (10) votes per share with respect to all matters submitted to a vote of shareholders, and (3) the Class C Common Stock shall entitle the holders thereof to one (1) vote per share with respect to all matters submitted to a vote of shareholders.

(B) Class B Common Stock. The shares of Class B Common Stock shall have no voting rights, except as may otherwise be provided by law.

(c) Preferred Stock. The Preferred Stock shall be issued in one or more series. The Board of Directors of the Corporation is hereby expressly authorized to issue the shares of Preferred Stock in such series as it deems appropriate, and to fix from time to time before issuance the number of shares to be included in any series of Preferred Stock, and the preferences, limitations and relative rights of all shares of such series in any manner permitted by law, including, but not limited to, the voting, dividend, redemption, liquidation, conversion and other rights applicable to such series of Preferred Stock.

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

4. The amendment made herein to the Articles of Incorporation of the Corporation was adopted by the unanimous written consent of the directors of the Corporation on the date of these Articles of Amendment. The amendment was adopted prior to the issuance of any shares

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of capital stock by the Corporation and, therefore, did not require shareholder approval pursuant to Section 607.1005 of the FBCA.

5. The effective date of this Amendment shall be upon the filing of these Articles of Amendment.

IN WITNESS WHEREOF, the undersigned, being the sole director of the Corporation, has executed the foregoing Articles of Amendment, this 3 day of October, 2002.



GUNNAR SKOOG