

1826538

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
NATIONAL ASSOCIATION OF STOCK PLAN PROFESSIONALS, LTD.

The undersigned certify that:

1. They are the **president** and the **secretary**, respectively, of National Association of Stock Plan Professionals, Ltd., a California corporation.

2. Article FOURTH of the Articles of Incorporation of this corporation is amended to read as follows:

FOURTH: The Corporation is authorized to issue two classes of stock, designated respectively as "Voting Common Stock" and "Non-Voting Common Stock." The total number of shares which the Corporation shall have authority to issue is ten thousand (10,000) shares, of which: (a) not more than one hundred (100) such shares may be Voting Common Stock; and (b) not more than nine thousand nine hundred (9,900) such shares may be Non-Voting Common Stock.

A statement of the rights, preferences, privileges and restrictions granted to or imposed upon the respective classes of shares or on their holders is as follows: Each holder of Voting Common Stock will have one vote per share held by such holder on all matters upon which the shareholders are entitled to vote, and holders of Non-Voting Common Stock will have no voting rights except as provided by law. The Voting Common Stock and Non-Voting Common Stock will be identical in all respects except voting as provided in this paragraph.

3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.

4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902, California Corporations Code. The total number of outstanding shares of the corporation is 100. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: March 31, 2010



Jesse M. Brill, President



Nathan E. Brill, Secretary