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BASIC AMENDMENT

APPLIED BUILDING DEVELOPMENT OF ORLANDO - S.L., INC

Certificate of Status	1
Certified Copy	1
Page Count	02
Estimated Charge	\$52.50

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**ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION OF
APPLIED BUILDING DEVELOPMENT OF ORLANDO - S.L., INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned Florida corporation hereby adopts the following Articles of Amendment to the Articles of Incorporation:

1. The name of the corporation is APPLIED BUILDING DEVELOPMENT OF ORLANDO - S.L., INC. (hereinafter referred to as the "Corporation").

2. The foregoing amendment was unanimously adopted on October 28, 2005 and the number of votes cast for the amendment by the sole shareholder and sole director was sufficient for approval.

3. Section A(4)(a) of Article IV of the Articles of Incorporation is hereby amended to read as follows:

"(a) Liquidation Preference. In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, the holders of Series A Preferred Stock shall be entitled to receive (the "Liquidation Preference"), prior and in preference to any distribution of any of the Available Funds and Assets of the Corporation to the holders of the Common Stock, an amount (the "Liquidation Amount") equal to: (i) any unpaid amounts due under a certain Credit Agreement between Bank Leumi Le-Israel B.M. (the "Bank") and the Corporation dated February 28, 2001 (the "First Credit Agreement"), and (ii) any unpaid amounts due under a certain Credit Agreement between the Bank and the Corporation dated as of October 31, 2005 (the "Second Credit Agreement"), in each case, including the applicable Exit Fee (as defined in the First Credit Agreement and the Second Credit Agreement, as applicable), as such amounts are shown as due and unpaid on the Bank's records, minus the amount of any cash dividends paid to the holders of the Series A Preferred Stock as evidenced in the Corporation's records. If the amount of the Available Funds and Assets available for such distribution is insufficient to pay the full Liquidation Amount, then no amount shall be distributed to the holders of shares of Common Stock and the Available Funds and Assets shall be distributed ratably among the holders of the Series A Preferred Stock in proportion to the amount of such stock owned by each holder."

4. Section 5 of the Articles of Incorporation is hereby amended to read as follows:

"5. Redemption Rights. At any time 30 days after the date all amounts shown on the Bank's records as owing to the Bank under the First Credit Agreement and the Second Credit Agreement, including the applicable Exit Fee, in each case, are paid in full, the Corporation shall have the right to redeem all, but not some of, the outstanding shares of Series A Preferred Stock for a purchase price equal to \$.01 per share."

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IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed these Articles of Amendment to Articles of Incorporation on behalf of the Corporation this 28th day of October, 2005.

**APPLIED BUILDING DEVELOPMENT OF
ORLANDO - S.L., INC., Florida corporation**

By: _____
David Kohn, President

