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(Requestor's Name)

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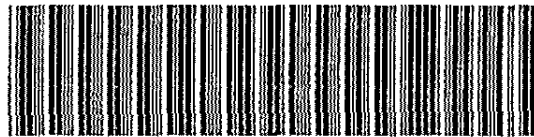
(Business Entity Name)

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TALLAHASSEE FLORIDA

Amy
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Alfa International, INC.

DOCUMENT NUMBER: 312224

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

FRANCO VALENTINO
(Name of Contact Person)

Alfa International, INC
(Firm/ Company)

105 EDGEWOOD DRIVE
(Address)

WILMINGTON, DE 19809
(City/ State/ and Zip Code)

For further information concerning this matter, please call:

FRANCO VALENTINO at (540) 522 1080
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Articles of Amendment
to
Articles of Incorporation
of

Alfa International, INC.

(Name of corporation as currently filed with the Florida Dept. of State)

312224

(Document number of corporation (if known))

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Article III - CAPITAL STOCK - INCREASE AUTHORIZED COMMON STOCK

Article VII - DIRECTORS - DECREASE MINIMUM NUMBER

SEE ATTACHED AMENDMENT

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

N/A

(continued)

The date of each amendment(s) adoption: January 14, 2005

Effective date if applicable: January 14, 2005
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

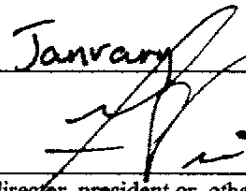
The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 14 day of January, 2005.

Signature 

(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

FRANCO VALENTINO
(Typed or printed name of person signing)

CEO, CHAIRMAN OF THE BOARD
(Title of person signing)

FILING FEE: \$35

EXECUTION COPY

ALFA INTERNATIONAL, INC.

Amendment to Articles of Incorporation

Dated as of January 14, 2005

Amendment of Articles of Incorporation

THIS Amendment to the Articles of Incorporation, dated as of January 14, 2005 (this "Amendment"), is made and approved by the Board of Director and by a majority of the stockholders of Alfa International, Inc., a Florida corporation (the "Company").

WITNESSETH:

WHEREAS, on the date hereof, the Company has authorized by a majority of the stockholders at a stockholders meeting held on January 14, 2005 the amendment of the original articles of incorporation as follows;

WHEREAS, the Company shall amend Article III. Capital Stock to increase the maximum number of shares the Company is authorized to have outstanding at any one time to 1,000 shares of Common Stock.

WHEREAS, the Company shall amend Article VII. Directors to decrease the minimum number of Directors from three (3) to one (1).

NOW, THEREFORE, in accordance with Article X. Amendment the forgoing amendments have been approved by a majority of the stockholders entitled to vote on the amendments described herein at a stockholders meeting held on January 14, 2005.

IN WITNESS WHEREOF, the undersigned has signed this Agreement as of the date first above written:

ALFA INTERNATIONAL, INC.

By: _____

Name:

Title: