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## BASIC AMENDMENT

BENNETT M. LIFTER, INC.

Certificate of Status	0
Certified Copy	1
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Amendment

3/3/03 DC

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF BENNETT M. LIFTER, INC.**

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Bennett M. Lifter, as President of Bennett M. Lifter, Inc. (the "Corporation"), hereby amends the Articles of Incorporation of the Corporation as follows:

1. The name of the corporation is: Bennett M. Lifter, Inc.
2. Article III of the Articles of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any time shall be:

<u>Number of Shares</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1000	\$.01	Class "A" Voting Common
99000	\$.01	Class "B" Non-Voting Common

The rights, privileges and immunities of both classes of stock shall be equal, except the Class "B" Non-Voting Common Stock shall have no right to vote.

3. The Recapitalization shall be implemented by each present shareholder receiving the shares of Class "A" and Class "B" of the Corporation shown as the attached Exhibit and the old shares of stock of the Corporation shall be automatically cancelled.

4. Article VII of the Articles of Incorporation is hereby amended to read as follows:

The Board of Directors shall consist of one Director, provided however, that the number of Directors may be increased in accordance with the Bylaws of the Corporation.

5. This amendment was adopted on 2/11, 2003 by a unanimous joint written action of the Board of Directors and Shareholders.

This Amendment to the Articles of Incorporation is executed in Miami, Florida, this 11 day of February, 2003.

BENNETT M. LIFTER, INC.

By: Bennett M. Lifter  
Bennett M. Lifter, President

**EXHIBIT A**  
**BENNETT M. LIFTER, INC.**  
**RECAPITALIZATION**

	<u>Old Shares</u> <u>Outstanding</u>		<u>New Shares To Be Received</u>	
	# of Shares	%	A - Stock	B - Stock
Bennett M. Lifter	411.6794	64.605	645	63958
Nancy Lifter Wolin	63.5441	9.9720	100	9872
BML for Susan Zeitlin	50	7.8465	79	7768
BML for Hilary Kates	50		79	7768
BML for Aaron Lifter	50		79	7768
Samantha Wolin Trust	2	.31356	3	311
Leah Kates Trust	2	.31356	3	311
Samuel Kates Trust	2	.31356	3	311
Benjamin Kates Trust	2	.31356	3	311
Jessica Zeitlin Trust	2	.31356	3	311
Rafael Zeitlin Trust	2	.31356	3	311
<b>TOTAL</b>	<b><u>637.2235</u></b>	<b><u>99.99976%</u></b>	<b><u>1,000</u></b>	<b><u>99,000</u></b>