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BASIC AMENDMENT

BEN-TAM, INC.

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BEN-TAM, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida General Corporation Act, the undersigned corporation does hereby adopt these Articles of Amendment to the Articles of Incorporation, and the undersigned does hereby certify on behalf of the undersigned corporation as follows:

1. The name of the corporation is Ben-Tam, Inc. (the "Corporation"). The Articles of Incorporation of this Corporation were filed with the Department of State of the State of Florida and became effective on September 10, 1968.
2. Article III of the Articles of Incorporation is hereby amended in its entirety to read as follows:

ARTICLE III

The maximum number of shares of stock which this Corporation is authorized to have outstanding at one time is 50,000,000 shares of common stock having a par value of \$.01 per share. Each shareholder shall have one vote for each share of stock. Shareholders shall not have cumulative voting rights in any election of directors of this Corporation.

3. This Amendment was recommended by the board of directors to the Corporation's shareholders on March 5, 2003.

4. This Amendment was approved by the holders of a majority of the Corporation's common stock, which is the only group of the Corporation's shareholders entitled to vote on the Amendment, and the number of votes in favor of the Amendment was sufficient for approval.

IN WITNESS WHEREOF the Corporation has caused these Articles of Amendment to the Articles of Incorporation to be executed this 20th day of July 2005.

BEN-TAM, INC.

By: Debra Romano
Debra Romano, President

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