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November 6, 1997

Via overnight courier
Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

Re: Ludlum Construction Co., Inc.
Articles of Amendment to the Articles of Incorporation

Ladies and Gentlemen:


Enclosed for filing please find an original and duplicate of Articles of Amendment to the Articles of Incorporation of Ludlum Construction Co., Inc., along with a check in the amount of \$87.50 to cover the filing fee and fee for a certified copy.

Please send the certified copy of the Articles to me at the letterhead address.

Thank you for your prompt attention to this matter.

Very truly yours,

MIRKIN & WOOLF, P.A.


Mark H. Mirkin
MHM/cmf

cc: John M. O'Keefe
James A. Conway, Esq.
Beth T. Prinz, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
LUDLUM CONSTRUCTION CO., INC.

Pursuant to the provisions of the Florida Statutes, on October 24, 1997 all of the directors and shareholders of Ludlum Construction Co., Inc., a Florida corporation (the "Corporation"), adopted the following resolutions by written consent:


- RESOLVED:** That the number of authorized shares of common stock of the Corporation should be increased to ten million (10,000,000), \$0.01 par value per share, one (1) of which is designated "Class A" and nine million, nine hundred ninety nine thousand nine hundred ninety nine (9,999,999) of which are designated "Class B".
- RESOLVED:** That the Articles of Incorporation as filed with the Florida State Department should be amended to reflect the foregoing resolution.
- RESOLVED:** That the President of the Corporation is authorized to take any and all action necessary in order to reflect the change in authorized capital of the Corporation.

NOW THEREFORE, in accordance with the foregoing resolutions, the first sentence of Article III of the Corporation's Articles of Incorporation is deleted and the following inserted in its place:

ARTICLE III. CAPITAL STOCK

The total number of shares of all classes of stock which the corporation has the authority to issue is ten million (10,000,000) shares of common stock, \$0.01 par value per share, one (1) of which is designated "Class A" and nine million nine hundred ninety nine thousand nine hundred ninety nine (9,999,999) of which are designated "Class B".

IN WITNESS WHEREOF, the President of the Corporation has executed and submitted this instrument this 24th day of October, 1997.


Noah W. Ludlum Jr., President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA