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June 20, 2002

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Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: Ven-Tel Plastics Corporation
Our File No. 2555.04.6.000

Gentlemen:

Enclosed please find original and photocopy of Articles of Amendment of Articles of Incorporation regarding the above referenced corporation.

Further enclosed is a check in the amount of \$43.75 to cover the cost of the filing fee. Please return a certified copy of the Articles of Amendment of Articles of Incorporation after filing.

Sincerely,

KIMPTON, BURKE & BOBENHAUSEN, P.A.



Robert C. Burke, Jr.

RCB/cg

Enclosures

cc: Mr. Arno C. Zeyn

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 JUN 24 AM 9:31

Amendment
LFB
6-26-2002

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

2002 JUN 24 AM 9:31

ARTICLES OF AMENDMENT

OF

ARTICLES OF INCORPORATION

OF

VEN-TEL PLASTICS CORPORATION

VEN-TEL PLASTICS CORPORATION, a Florida corporation, under its corporate seal in hand of its President and Secretary, Arno C. Zeyn and Catherine M. Venner, respectively, hereby certifies that:

1. The Board of Directors of said corporation, at a meeting called and held on the 28th day of May, 2002 adopted the following resolution:

"BE IT RESOLVED by the Board of Directors of VEN-TEL PLASTICS CORPORATION, a Florida corporation, that Article III of the Articles of Incorporation be amended, changed and altered so that it reads as follows:

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is two thousand (2,000) shares, divided in two (2) classes. The designation of each class, the number of shares of each class, and the par value, if any, of the shares of each class, or the statement that the shares of any class are without par value, are as follows:

Class	Number of Shares	Par Value Per Share
V	1,000	\$1 par value
NV	3,000	\$1 par value

The limitations in respect of the shares of each class are that Class "V" is voting and Class "NV" is non-voting.

"BE IT FURTHER RESOLVED, that the Articles of Incorporation be amended, changed and altered, adding a new Article XI, so that it reads as follows:

ARTICLE XI - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights. Such rights shall extend to shares issued for any purpose, excluding the purposes exempted under provisions of the Florida Statutes. Such preemptive rights shall be applicable to both shares issued and to shares optioned, providing preemptive rights thereto.

2. The meeting of the shareholders of the corporation called by the Board of Directors as aforesaid, was held on the 28th day of May, 2002 and at said special meeting of the shareholders, said amendment to the Articles of Incorporation was duly adopted by the unanimous vote of all shareholders.

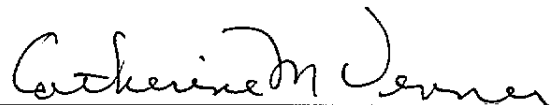
IN WITNESS WHEREOF, said corporation has caused this Amendment to the Articles of Incorporation to be filed in its name by its President and its corporate seal to be affixed and attested by its Secretary on this 28th day of May, 2002

VEN-TEL PLASTICS CORPORATION

By: 

Arnó C. Zeyn, President

Attest:


Catherine M. Venner, Secretary

(Corporate Seal)

STATE OF FLORIDA)
COUNTY OF PINELLAS)

I, an officer authorized to take acknowledgements according to the laws of the State of Florida, duly qualified and acting, hereby certify that Arno C. Zeyn and Catherine M. Venner as President and Secretary, respectively, of **VEN-TEL PLASTICS CORPORATION**, to me (X) personally known or () who produced a Florida driver's license as identification, this date acknowledged before me that they executed the foregoing Articles of Amendment of Articles of Incorporation of Ven-Tel Plastics Corporation, as such officers of said corporation and they affixed the official seal of said corporation; and I further certify that I know the said persons making said acknowledgement to be the individuals described in and who executed said Articles of Amendment.

IN WITNESS WHEREOF, I hereunto set my hand and official seal at Clearwater, said County and State this 28th day of May, 2002



R. C. Burke, Jr.
MY COMMISSION # DD053858 EXPIRES
August 29, 2005
BONDED THRU TROY FAIN INSURANCE, INC.

R. C. Burke, Jr.
Name: _____
Notary Public, State of Florida
Serial No: _____
Commission Expires: _____