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GASSMAN BATES

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BASIC AMENDMENT
VEN-TEL PLASTICS CORPORATION

Certificate of Status	0
Certified Copy	0
Page Count	04
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12/30/05
Amend

Audit Fax # H05000295113

**ARTICLES OF AMENDMENT OF
VEN-TEL PLASTICS CORPORATION**

THE UNDERSIGNED, EDWARD F. VENNER, being the President, and CATHERINE M. VENNER, being the Secretary of VEN-TEL PLASTICS CORPORATION (the "Corporation"), do hereby certify that the following Amendment to the Articles of Incorporation of the Corporation was approved by the Stockholder(s) of said Corporation on the 29th day of December, 2005, at a duly called meeting of the Stockholder and Director of the Corporation.

The Articles of Incorporation of VEN-TEL PLASTICS COPORATION are hereby amended as follows:

1. The Article regarding the Capital Stock of the Corporation is deleted and the following is inserted in lieu thereof:

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 4,000 shares of common stock, of which 1000 shares shall be voting and 3000 shares shall be non-voting, all having a par value of \$.01 per share.

2. All amendments included herein were adopted December 29, 2005, pursuant to Section 607.1004, F.S., and there is no discrepancy between the Corporation's Articles of Incorporation as theretofore amended other than the inclusion of these amendments and the omission of matters of historical interest.

3. This Amendment has been approved by the consent of sole Shareholder of the Corporation who is entitled to vote the 29th day of December, 2005.

4. This Amendment shall be effective upon its filing with the Secretary of State, State of Florida.

Alan H. Gassman, Esquire
1245 Court Street, Suite 102
Clearwater, FL 33756
(727) 442-1200
Florida Bar #: 271750

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IN WITNESS WHEREOF, the undersigned do hereunto set their hands this 29th day of December, 2005.

VEN-TEL PLASTICS CORPORATION

By: [Signature]
EDWARD F. VENNER, President

ATTEST:

By: [Signature]
CATHERINE M. VENNER, Secretary

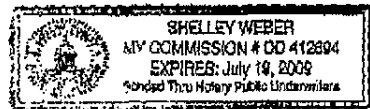
STATE OF FLORIDA)
COUNTY OF PINELLAS)

ON THIS 29th day of December, 2005, before me Shelley Weber (name of notary) the undersigned notary, personally appeared EDWARD F. VENNER and CATHERINE M. VENNER, known to me, or who produced FLDL as identification, and who did take an oath to be the persons whose names are subscribed to the above instrument, and being informed of the contents of said instrument, acknowledged that they voluntarily executed the same for the uses and purposes herein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

[Signature]
Notary Public

My Commission Expires:



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Alan S. Gassman, Esquire
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Clearwater, FL 33756
(727) 442-1200
Florida Bar #: 371750

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**PLAN OF RECAPITALIZATION
OF
VEN-TEL PLASTICS CORPORATION**

This Plan of Recapitalization of VEN-TEL PLASTICS CORPORATION, a Florida Corporation (hereinafter the "Corporation"), pursuant to Section 368(a)(1)(E) of the Internal Revenue Code and the regulations thereunder, is adopted as follows:

1. There is currently a discrepancy as to the number of outstanding shares that the Corporation authorized. One thousand (1,000) shares of voting stock and one thousand (1,000) shares of non-voting stock of the Corporation is owned by the EDWARD F. VENNER AND CATHERINE M. VENNER TRUST, dated June 27, 1991. Two thousand (2,000) shares of non-voting stock of the Corporation is unissued.

2. The capitalization of the Corporation shall be changed upon filing hereof so that one thousand (1,000) of the authorized and outstanding shares shall be voting and three thousand (3,000) shares shall be non-voting, each with a par value of \$.01 per share. The shares are represented as follows:

Certificate	Holder	Number of Shares	Voting/ Non-Voting	Restricted/ Unrestricted
V 1	Edward F. Venner and Catherine M. Venner Trust dated 6/27/91	1,000	Voting	Unrestricted
NV1	Edward F. Venner and Catherine M. Venner Trust dated 6/27/91	1,000	Non-Voting	Unrestricted
NV3	Edward F. Venner and Catherine M. Venner Trust dated 6/27/91	1,000	Non-Voting	Unrestricted
NV4	Edward F. Venner and Catherine M. Venner Trust dated 6/27/91	1,000	Non-Voting	Restricted

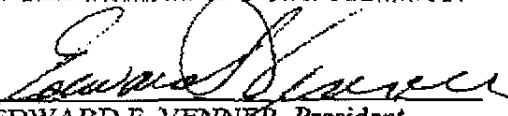
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Florida Bar #: 371750

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IN WITNESS WHEREOF, the undersigned has adopted this Plan of Recapitalization effective December 29, 2005.

VEN-TEL PLASTICS CORPORATION

By: 
EDWARD F. VENNER, President

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PLAN OF RECAPITALIZATION OF VEN-TEL PLASTICS CORPORATION

PAGE 2

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