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VEN-TEL PLASTICS CORPORATION

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Amendment
2/7/06

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Audit Fax # H060000380043

**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"), does 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 2nd day of ~~January~~ ^{February}, 2006, at a duly called meeting of the Stockholder and Director of the Corporation.

The Articles of Incorporation of VEN-TEL PLASTICS CORPORATION 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 2 shares shall be voting and 3,998 shares shall be non-voting, all having a par value of \$.01 per share.

2. All amendments included herein were adopted ~~January 2~~ ^{February}, 2006, 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 2nd day of ~~January~~ ^{February}, 2006.

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

Alan S. Gassman, Esquire
1245 Court Street, Suite 102
Clearwater, FL 33756
(727) 442-1200
Florida Bar #: 71750

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IN WITNESS WHEREOF, the undersigned do hereunto set their hands this 2nd day of ~~January~~, 2006.
~~January~~
February

VEN-TEL PLASTICS CORPORATION

By: [Signature]
EDWARD F. VENNER, President

ATTEST:

By: [Signature]
CATHERINE M. VENNER, Secretary

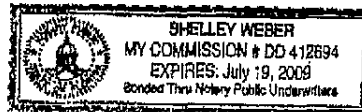
STATE OF FLORIDA)
COUNTY OF PINELLAS)

ON THIS 2nd day of ~~January~~^{February}, 2006, 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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**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 are currently four thousand (4,000) shares authorized and outstanding. One thousand (1,000) shares of voting stock and one thousand (1,000) shares of non-voting stock restricted of the Corporation is owned by CATHERINE M. VENNER, as Trustee of the CATHERINE M. VENNER LIVING TRUST, dated December 29, 1997. Two thousand (2,000) shares of non-voting stock of the Corporation is owned by CATHERINE M. VENNER, as Trustee of the VENNER FAMILY EXEMPT TRUST.

2. The capitalization of the Corporation shall be changed upon filing hereof so that two (2) of the authorized and outstanding shares shall be voting and three thousand, nine hundred ninety-eight (3,998) 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
NV14	Catherine M. Venner, as Trustee of the Catherine M. Venner Living Trust, dated December 29, 1997	2	Voting	Unrestricted
NV6	Catherine M. Venner, as Trustee of the Catherine M. Venner Living Trust, dated December 29, 1997	1,000	Non-Voting	Restricted
NV7	Catherine M. Venner, as Trustee of Venner Family Exempt Trust	2,000	Non-Voting	Unrestricted
NV8	Catherine M. Venner, as Trustee of the Catherine M. Venner Living Trust, dated December 29, 1997	998	Non-Voting	Unrestricted

PLAN OF RECAPITALIZATION OF VEN-TEL PLASTICS CORPORATION

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IN WITNESS WHEREOF, the undersigned has adopted this Plan of Recapitalization effective February 2, 2006.

VEN-TEL PLASTICS CORPORATION

By: 
EDWARD F. VENNER, President

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