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SADLER HOLDINGS, INC.

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ARTICLES OF AMENDMENT  
SADLER HOLDINGS, INC.

These Articles of Amendment are filed pursuant to Florida Statute Section 607.1006, to reflect an amendment to the Articles of Incorporation of Sadler Holdings, Inc. and in connection therewith, the undersigned officers, acting upon authority of the Board of Directors of Sadler Holdings, Inc., and upon authority of all of the shareholders of this Corporation, hereby set forth as follows:

1. The name of this Corporation is Sadler Holdings, Inc.
2. The Articles of Incorporation of Sadler Holdings, Inc. have been amended by deleting Article III in its entirety and by substituting in lieu thereof the following Articles:

"ARTICLE III. Capital Stock

A. Authorized Shares. The number of shares of capital stock authorized to be issued by this Corporation shall be two thousand (2,000) shares designated as voting common capital stock having a one cent (\$.01) par value and twenty thousand (20,000) shares designated as non-voting common capital stock having a one cent (\$.01) par value.

B. Relative Rights and Performances. The relative rights, privileges and limitations of the voting common stock and the non-voting common stock shall be in all respects identical, share for share, except that the voting common stock shall entitle the holder thereof to one vote for each share of voting common stock on all matters requiring the vote or approval of the stockholders of the Corporation and the holders of the non-voting common stock shall not have any right or power to vote except as provided under Florida Statute 607.1004(4), or a statute of similar import as may be enacted in the future."

3. In accordance with Florida Statute Section 607.1003, the referred to amendment was adopted by the Board of Directors on December 21, 2006, and written consent to the said Amendment was given on December 27, 2006, by all the shareholders comprising the only voting group in accordance with Florida Statute

Section 607.0704. The number of votes cast for the Amendment by the stockholders is sufficient for approval of the Amendment by all voting groups of the Corporation.

4. Upon the filing of these Articles of Amendment by the Department of State, the above referred to amendment shall become effective and the Articles of Incorporation of Sadler Holdings, Inc., shall be deemed to be amended accordingly.

DATED this 27 day of December, 2006.



Stephen D. Busey  
Director



Stephen D. Busey  
Secretary

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