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CBL HOLDINGS, INC.

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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF**

CBL HOLDINGS, INC.

DOCUMENT NUMBER: P06000068753

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida corporation (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

The Articles of Incorporation of the Corporation are amended as follows:

FIRST: The name of the corporation is: CBL HOLDINGS, INC.

SECOND: Article 4 (Capital Stock) of the Corporation's Articles of Incorporation is amended in its entirety to read as follows:

**"ARTICLE 4
Capital Stock**

The total number of shares of capital stock which the Corporation shall have the authority to issue shall be ten million (10,000,000), all of which shares shall be denominated "Common Stock," having a par value of \$0.01 per share. Pursuant to Section 607.0602 of the Florida Business Corporation Act, the Board of Directors is authorized, without the approval of the shareholders of the Corporation, to (a) provide for the classification and reclassification of any unissued shares of Common Stock and determine the preferences, limitations, and relative rights thereof and (b) issue Common Stock in one or more classes or series, all within the limitations set forth in Section 607.0601 of the Florida Business Corporation Act.

THIRD: The foregoing amendment to the Articles of Incorporation was adopted and approved by the Board of Directors without shareholder action and shareholder action was not required.

The foregoing amendment to the Corporation's Articles of Incorporation will become effective upon the filing of these Articles of Amendment to the Articles of Incorporation with the Florida Department of State.

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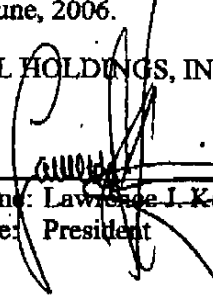
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The undersigned officer of the Corporation has executed this Amendment to the Articles of Incorporation this 6th day of June, 2006.

CBL HOLDINGS, INC.

By: 
Name: Lawrence J. Keim
Title: President

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