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June 9, 2000

FILED STATE
SECRETARY OF CORPORATION
00 JUN 12 AM 9:01

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

100003285661--8
-06/12/00--01126--012
*****43.75 *****43.75

Re: Daytona Plastix, Inc.

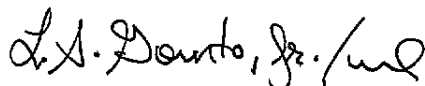
Dear Sir or Madam:

Enclosed are an original and one copy of the Articles of Amendment of Daytona Plastix, Inc. changing the authorized capital stock of the Corporation. The copy has been subscribed and acknowledged in the same manner as the original. Also enclosed is our firm's check payable to the Secretary of State for \$43.75.

If you find everything in order, please return to me a certified copy of the Articles of Amendment.

Thank you for your attention to this matter.

With kindest regards,



L. A. Gornito, Jr.
LAG/ml
Enclosures

Amend.

V. SHEPARD JUN 16 2000

ARTICLES OF AMENDMENT

OF

DAYTONA PLASTIX, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 12 AM 9:01

Pursuant to Section 607.1006 of the Florida Statutes, Daytona Plastix, Inc. does hereby adopt the following amendment to its Articles of Incorporation:

CHANGE OF CORPORATION'S AUTHORIZED CAPITAL STOCK

1. Pursuant to "Actions By Consent" adopted by the Shareholders and Directors of the Corporation on June 7, 2000, and attached hereto as Exhibits "A" and "B", the authorized capital stock of the Corporation shall be changed as provided therein; and Article III of the Articles of Incorporation of Daytona Plastix, Inc. is amended to read as follows:

ARTICLE III

CAPITAL STOCK

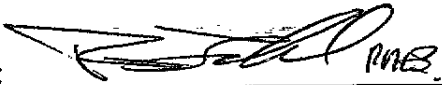
The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is two million (2,000,000) shares, consisting of one million five hundred thousand (1,500,000) voting common stock having a par value of One Cent (\$.01) per share and five hundred thousand (500,000) nonvoting common stock having a par value of One Cent (\$.01) per share, with the consideration to be paid for each share to be in money, property or services actually performed, as may be fixed by the Board of Directors. Each class of shares shall be identical in all respects, except that the nonvoting stock shall carry no right to vote for the election of directors of the corporation, and no right to vote on any matter presented to the shareholders for their vote or approval except only as the laws of the State of Florida require that voting rights be granted to such nonvoting stock.

EFFECTIVE DATE


2. The change of the Corporation's authorized capital stock as provided herein shall be effective on the filing of these Articles of Amendment with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed on June 7, 2000.

Daytona Plastix, Inc.

By: 
Tomas E. Loebel, President

ATTEST:

By: 
Lori Epstein, Secretary

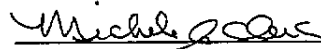
"CORPORATE SEAL"

ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 7th day of June, 2000, by Tomas E. Loebel, as President, and Lori Epstein, as Secretary, of Daytona Plastix, Inc., a Florida corporation, on behalf of the corporation, who are personally known to me and who did not take an oath.


Notary Public
State of Florida at Large
My commission expires:



Michele Le Clerc
MY COMMISSION # CC810463 EXPIRES
April 28, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

ACTION BY WRITTEN CONSENT OF SHAREHOLDERS
OF
DAYTONA PLASTIX, INC.

Pursuant to Florida Statutes Section 607.0704, the undersigned, holding all the issued and outstanding shares of capital stock of Daytona Plastix, Inc. hereby consent to and take the following action:

BE IT RESOLVED:

1. Pursuant to the recommendation of the Board of Directors of the Corporation, the Shareholders do hereby ratify and approve the resolution adopted by the Board of Directors providing that the authorized capital stock of the Corporation shall be changed as stated hereinbelow; and that Article III of the Articles of Incorporation of Daytona Plastix, Inc. shall be amended to read as follows:

ARTICLE III


CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is two million (2,000,000) shares, consisting of one million five hundred thousand (1,500,000) voting common stock having a par value of One Cent (\$.01) per share and five hundred thousand (500,000) nonvoting common stock having a par value of One Cent (\$.01) per share, with the consideration to be paid for each share to be in money, property or services actually performed, as may be fixed by the Board of Directors. Each class of shares shall be identical in all respects, except that the nonvoting stock shall carry no right to vote for the election of directors of the corporation, and no right to vote on any matter presented to the shareholders for their vote or approval except only as the laws of the State of Florida require that voting rights be granted to such nonvoting stock.

EFFECTIVE DATE

2. The change of the Corporation's authorized capital stock as provided herein shall be effective on the filing of these Articles of Amendment with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned, constituting all of the Shareholders of the Corporation, have executed this written consent to action on June 7, 2000.


Tomas E. Loebel, Trustee of the Tomas E.
Loebel Trust Dated 9/18/90, Shareholder

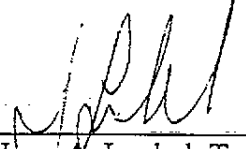

Juan A. Loebel, Trustee of the Juan A.
Loebel Trust Dated 1/3/94, Shareholder

Exhibit "A"


L. A. Gornito, Jr.

ACTION BY WRITTEN CONSENT OF BOARD OF DIRECTORS
OF
DAYTONA PLASTIX, INC.

Pursuant to Florida Statutes Section 607.0821, the undersigned, being the sole member of the Board of Directors of Daytona Plastix, Inc. hereby consents to and approves the following action:

BE IT RESOLVED:

1. The authorized capital stock of the Corporation shall be changed as provided hereinbelow; and Article III of the Articles of Incorporation of Daytona Plastix, Inc. shall be amended to read as follows:

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is two million (2,000,000) shares, consisting of one million five hundred thousand (1,500,000) voting common stock having a par value of One Cent (\$.01) per share and five hundred thousand (500,000) nonvoting common stock having a par value of One Cent (\$.01) per share, with the consideration to be paid for each share to be in money, property or services actually performed, as may be fixed by the Board of Directors. Each class of shares shall be identical in all respects, except that the nonvoting stock shall carry no right to vote for the election of directors of the corporation, and no right to vote on any matter presented to the shareholders for their vote or approval except only as the laws of the State of Florida require that voting rights be granted to such nonvoting stock.

EFFECTIVE DATE

2. The change of the Corporation's authorized capital stock as provided herein shall be effective on the filing of these Articles of Amendment with the Florida Department of State.

RECOMMENDATION TO SHAREHOLDERS

3. The Board of Directors hereby proposes to the Shareholders of the Corporation the approval and adoption of this resolution authorizing the change of capital stock of the Corporation, and for the amendment of Article III of the Articles of Incorporation of the Corporation, as provided herein.

IN WITNESS WHEREOF, the undersigned, constituting the sole member of the Board of Directors of the Corporation, has executed this written consent to action on June 7, 2000.