

P97000047628

(Requestor's Name)

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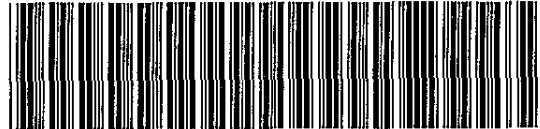
(Business Entity Name)

(Document Number)

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04 DEC 21 AM 10:47
TALLAHASSEE, FL 32399
STATE OF FLORIDA
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Amend.
Q. C. G. & Co. LLC DEC 21 2004



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 095737 4300101

AUTHORIZATION :

COST LIMIT : \$ 35.00

ORDER DATE : December 20, 2004

ORDER TIME : 10:14 AM

ORDER NO. : 095737-005

CUSTOMER NO: 4300101

CUSTOMER: Bob Shepard, Esq
Ballon, Stoll, Bader &
14th Floor
1450 Broadway
New York, NY 10018-2268

DOMESTIC AMENDMENT FILING

NAME: VALHALLA ENTERPRISES VEI, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Justin Cheshire -- EXT# 2909

EXAMINER'S INITIALS: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
to
Articles of Incorporation
of
VALHALLA ENTERPRISES VEI, INC.**

The undersigned, President of Valhalla Enterprises VEI, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the Florida Business Corporation Act (the "Act"), does hereby certify as follows:

FIRST: the Articles of Incorporation of the Corporation are hereby amended pursuant to the provisions of section 607.1006 of the Act by changing Article III thereof to read in its entirety as follows:

"The number of shares of stock which the corporation is authorized to have outstanding at any one time is 10,000 shares having a par value \$0.10 per share, all of which shall be of the same class."

SECOND: The amendment to the Articles of Incorporation of the Corporation effected by these Articles of Amendment shall be adopted upon filing.

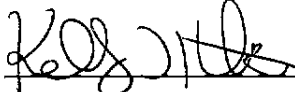
THIRD: Upon the adoption of these Articles of Amendment, the Common Stock of the Corporation shall be reclassified by automatically changing each share of Common Stock, par value \$1.00 per share, outstanding prior to this amendment ("Old Share"), into ten shares of Common Stock, par value \$0.10 per share, to be outstanding thereafter ("New Shares").

FOURTH: Certificates for the necessary number of New Shares shall be issued at the rate of ten New Shares for each Old Share (including Old Shares held in the treasury of the Corporation) issued immediately prior to the adoption of these Articles of Amendment. The holders of outstanding certificates representing Old Shares may surrender the same to the corporation for cancellation and shall receive in place thereof certificates for New Shares at the foregoing rate.

FIFTH: The filing of these Articles of Amendment was approved by the shareholders pursuant to Section 607.1003(6) of the Act.

IN WITNESS WHEREOF, these Articles of Amendment have been duly signed in the name and on behalf of the undersigned and under its corporate seal by its officer thereunto duly authorized on this 20 day of December 2004.

VALHALLA ENTERPRISES VEI, INC.

By: 
_____, President