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ADORNO & ZEDER

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March 10, 1998

FACSIMILE
(305) 858-4777

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-03/12/98--01055--005
*****87.50 *****87.50

Attention: Amendments

Re: P & O PACKAGING, INC.

Dear Sir/Madam:

Enclosed please find an originally executed copy and one photocopy of the Articles of Amendment to the Articles of Incorporation for the above-captioned entity along with a check in the amount of \$87.50 made payable to the Florida Department of State. Please note that Ben Brashears and William B. Brashears are the same person. Please file the aforementioned document as soon as practicable and provide the undersigned with a certified copy thereafter.

Thank you in advance for your attention to this matter. Please feel free to contact the undersigned directly at (305) 860-7098 if there are any questions or comments.

Sincerely,

ADORNO & ZEDER, P.A.

Justin T. Wilson
Justin T. Wilson
Legal Assistant

FILED
98 MAR 12 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

encl.

JTW/C.LTRCOV/144710/13579.001

Amend
MAR 16 1998

**ARTICLES OF AMENDMENT
TO
THE ARTICLES OF INCORPORATION
OF
P&O PARTNERS, INC.**

FILED
98 MAR 12 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, President of P&O Partners, Inc., a Florida corporation (the "Corporation"), does hereby certify:

1. The name of the Corporation is P&O Partners, Inc.
2. The following provision of the Articles of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of five members. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than seven. The names and addresses of the directors constituting the initial Board of Directors are:

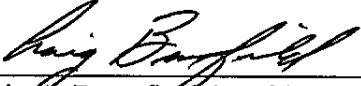
<u>Name</u>	<u>Address</u>
William B. Brashears	1224 South Hamilton Street Dalton, Georgia 30720
Craig A. Brumfield	6201 SW 145th Street Miami, Florida 33158
William E. Dudziak	2430 NE 35th Street Lighthouse Point, Florida 33064
Thomas Richardson	6411 SW 98th Street Miami, Florida 33156
Augusto L. Viduarreta	7650 Corporate Center Drive Fifth Floor Miami, Florida 33126

So long as William Dudziak, Augusto Viduarreta and Thomas Richardson (or any entity which they control) (collectively, the "Control Group") are limited partners of P&O Packaging, Ltd., a Florida limited partnership and hold at least their current respective Percentage Interests therein, the shareholders shall elect and maintain Messrs. Dudziak, Viduarreta and Richardson on the Corporation's Board of Directors.

No actions relating to the Corporation that the shareholder(s) would otherwise have the power to take may be approved or authorized by the Corporation's shareholder(s) without the prior approval of such actions by the Corporation's Board of Directors. Such actions include, but are not limited to, any amendment of these Articles of Incorporation or the Corporation's Bylaws, any merger with another entity or sale of all or substantially all the Corporation's assets, or any other actions related to the business and affairs of the Corporation which the shareholder(s) would otherwise have the right to take.

3. The foregoing amendment was adopted by the sole shareholder and all of the directors of the Corporation by unanimous written consent dated March 5, 1998

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed this Articles of Amendment this 6 day of March, 1998.



Craig A. Brumfield, President