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October 29, 1999

State of Florida  
Division of Corporations  
Amendment Filing Section  
P.O. Box 6327  
Tallahassee, FL 32314

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-11/01/99--01089--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

To Whom It May Concern;

Please file the enclosed Articles of Amendment to Articles of Incorporation. I have enclosed a filing fee in the amount of \$35.00, the original and a copy of the Amendment, and a self-addressed stamped envelope. Please forward to the office a stamped copy of the amendment once filed.

Thank you.

Very truly yours,

Kendra Swanson  
Legal Assistant

FILED  
99 NOV - 1 PM 12:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amend

T. LEWIS NOV 15 1999

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION

Pursuant to the provisions of Chapter 617, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to the Articles of Incorporation of the Benson Family Corporation:

First: The name of the corporation is:

BENSON FAMILY CORPORATION

Second: The following amendment to the Articles of Incorporation was adopted by the Corporation's Board of Directors pursuant to a meeting held on the 1st day of March, 1999:

ARTICLE VI - CAPITAL STOCK - is hereby amended to reflect that the number of Class - B (Non-Voting Common) Shares authorized to be issued by the corporation is increased by 2,000, the par value thereof shall be \$0.01. Taking this amendment into consideration the Articles of Incorporation, Article VI, shall reflect the following:

ARTICLE VI - CAPITAL STOCK

<u>NUMBER OF SHARES AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>CLASS OF STOCK</u>
1,000	\$0.01	Class A Voting Common
3,000	\$0.01	Class B Non-Voting Common

Third: The amendment was adopted by the Board of Directors on the 1<sup>st</sup> day of March, 1999.

Fourth: The Board of Directors presented for adoption by the shareholders the amendment on the 1<sup>st</sup> day of March, 1999.

Fifth: The number of votes cast for the amendment was sufficient for its approval.

Dated this: 14 day of October, 1999.

By: Louis Benson  
Louis Benson - President

Gertrude Benson  
Gertrude Benson - Vice President  
and Secretary

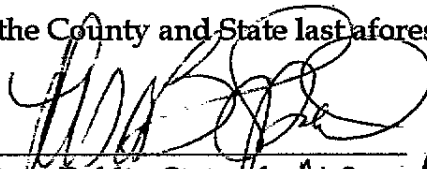
FILED  
99 NOV - 1 PM 12:32  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE

State of New York  
County of NASSAU

I HEREBY CERTIFY that on this day, the foregoing instrument was acknowledged and executed before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared, Louis Benson and Gertrude Benson, who are personally known to me or who have produced a driver's license as identification and who did not take an oath.

Witness my hand and official seal in the County and State last aforesaid, this  
14 day of October 1999.

LISA B. SPERLA  
NOTARY PUBLIC, State of New York  
No. 4948212  
Qualified in Nassau County  
Commission Expires March 6, 2001

  
Notary Public, State of New York

My Commission Expires: