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Darrin R. Schutt \*  
Christine F. Wright

**FILED**  
01 MAY 24 AM 11:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Ernest A. Seemann  
*of Counsel*  
\* Admitted in Fl. & Ga.

May 21, 2001

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

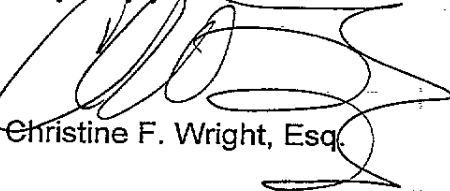
**RE: Ludwig Holdings, Inc.  
Aval of America, Inc.**

Dear Sir or Madam:

Enclosed please find an executed original of the Articles of Amendment for the above-referenced companies together with our check for the filing fee. Please return a certified copy of the Articles with the log-in stamp.

Should you have any questions, please contact me.

Very truly yours,

  
Christine F. Wright, Esq.

*Amend  
6-4-01  
JHS*

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-05/24/01--01080--020  
\*\*\*\*\*87.50 \*\*\*\*\*43.75

**ARTICLES OF AMENDMENT FOR  
AVAL OF AMERICA, INC.**

**FILED**  
01 MAY 24 AM 11:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006, Florida Statutes, the Articles of Incorporation of the above named corporation are amended as follows:

1. ARTICLE IV is amended to read as follows:

The amount of Capital Stock authorized shall consist of one hundred (100) shares of common voting stock having a par value of Ten Dollars (\$10.00) per share payable in lawful money of the United States of America or in other property, tangible or intangible, or in labor or services actually performed for the Corporation at a just valuation to be fixed by the Board of Directors or the Shareholders of the Corporation. The Capital Stock of the Corporation may be increased or decreased at any time as provided by the laws of Florida.

2. The foregoing amendments were unanimously approved by the shareholders and adopted by the Board of Directors of the Corporation on May 18, 2001.


IN WITNESS WHEREOF, I the undersigned, have executed these Articles of Amendment on the 18<sup>th</sup> day of May, 2001.

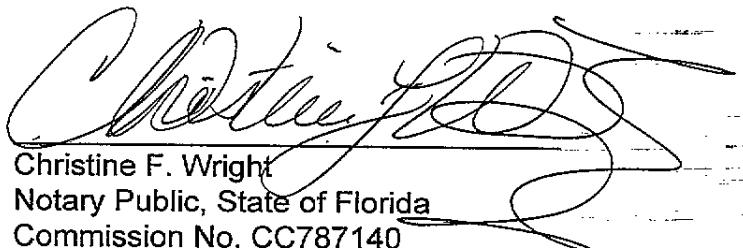
  
\_\_\_\_\_  
Ruth Schadek, President

State of Florida     )  
County of Lee        )

I HEREBY CERTIFY that on this 18<sup>th</sup> day of May, 2001, before me, an officer duly qualified to take acknowledgments, personally appeared Ruth Schadek, as President of Aval of America, Inc., who is personally known to me, and who has executed the foregoing instrument, acknowledged before me that she executed the same, and who did not take an oath.

MY COMMISSION EXPIRES:  
November 2, 2002

 Christine F. Wright  
My Commission CC787140  
Expires November 2, 2002

  
\_\_\_\_\_  
Christine F. Wright  
Notary Public, State of Florida  
Commission No. CC787140