

626709

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December 17, 2012

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

LU DLUM CORPORATION  
2121 SW 3RD AVE STE 403  
MIAMI, FL 33129US

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RECEIVED  
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ARTICLES OF AMENDMENT  
 TO  
 ARTICLES OF INCORPORATION  
 OF  
 LUDLUM CORPORATION  
 Document No. 626709

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Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation hereby adopts these Articles of Amendment to Articles of Incorporation:

1. The name of the corporation is Ludlum Corporation (the "Corporation").
2. The Articles of Incorporation of the Corporation is amended by changing the Article numbered "FIFTH" so that, as amended, said Article shall read as follows:

"FIFTH: The aggregate number of shares which the Corporation shall have authority to issue is:

<u>CLASS</u>	<u>NO. OF SHARES</u>	<u>PAR VALUE</u>	<u>SERIES</u>
Voting Common Stock	100	\$1.00	--
Non-Voting Common Stock	11,150	\$1.00	--"

2. The amendment of Article FIFTH provides for an exchange, reclassification or cancellation of issued shares. Following are the provisions for implementing the amendment:

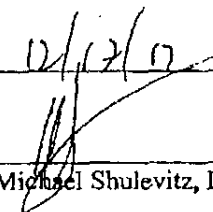
Simultaneously herewith, each of the Corporation's shareholders are irrevocably delivering to the Corporation 3,750 shares of the Corporation's Common Stock (such aggregate 7,500 shares of the Corporation's Common Stock, the "Tendered Common Shares"), in proper form for transfer, in exchange for 24.5 shares of the Corporation's Voting Common Stock and 3,725.5 shares of the Corporation's Non-Voting Common Stock (the "Voting and Non-Voting Exchange Shares") (the "Exchange"). Promptly upon the Corporation's receipt of the Tendered Common Shares, in proper form for transfer, the Corporation shall cancel all the Tendered Common Shares and issue to each of the Corporation's shareholders certificates representing 24.5 shares of the Corporation's Voting Common Stock and representing 3,725.5 shares of the Corporation's Non-Voting Common Stock, each of which shall be duly authorized, fully paid, and nonassessable.

3. The date of the adoption of the amendment of Article FIFTH: December 17, 2012

4. The amendment of Article FIFTH was adopted by the shareholders. The number of votes cast for the amendment by the shareholders was sufficient for approval.

5. All other Articles of the Articles of Incorporation of the Corporation, other than Article FIFTH as amended hereby, remain in full force and effect.

Dated: 12/17/12

  
\_\_\_\_\_  
Michael Shulevitz, Director