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Fax Number : (850)205-0380

From: Account Name : GARY M. BERKSON, P.A.
Account Number : I200000000003
Phone : (407)644-2216
Fax Number : (407)644-2194

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BASIC AMENDMENT

S2L, INCORPORATED

Certificate of Status	0
Certified Copy	0
Page Count	02
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Amendment

12/19/01

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
S2L, INCORPORATED**

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

FIRST: The name of the corporation is S2L, INCORPORATED.

SECOND: The following amendment to the Articles of Incorporation are adopted: Article III is deleted in its entirety and replaced with the following:

**"ARTICLE III
CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 100,000 shares of common stock having a par value of \$.001 per share."

THIRD: Each and all of the shareholders of the Corporation of record as of the close of business on December 16, 2001, are hereby entitled to receive as soon as practicable upon surrender and delivery to the officers of the Corporation the share certificates held by them in exchange for which each shareholder of the Corporation shall be entitled to receive ONE THOUSAND (1,000) shares of common stock of \$.001 par value for each share of common stock of \$.10 par value now held and owned by the shareholders of the Corporation.

FOURTH: Pursuant to Section 607.1003, Florida Statutes, the foregoing amendment was adopted by unanimous consent by the holders of all of the issued and outstanding shares of the Corporation authorized to vote on this matter.

FIFTH: The date of the amendment's adoption was December 16, 2001.

Signed this 19th day of December, 2001.

S2L, INCORPORATED

By: 
SAMUEL B. LEVIN, President

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