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HACKNEY, MILLER & ROBBINS, P.A.
ATTORNEYS & COUNSELORS AT LAW

ADMIRALTY OFFICE TOWER TWO
4400 PGA BOULEVARD, SUITE 505
PALM BEACH GARDENS, FLORIDA 33410
Telephone (561) 627-0677
Facsimile (561) 625-4685

ROBERT C. HACKNEY

DONALD W. MILLER
(Also admitted in New Jersey)

STEVEN L. ROBBINS

OF COUNSEL

KENNETH B. WHEELER, LL.M. Tax
Practice Limited to Wealthcare
Wills & Estate Planning
Email: kwheeler@wealthcare.com

MICHAEL D. PALAGE
Practice Limited to
Technology & Cyberlaw
(Also admitted in Pennsylvania)

FRANK A. CONA
Practice Limited to Patent,
Copyright & Trademark Law,
Technology & Cyberlaw
(Admitted in New Jersey
and Pennsylvania only)
Admitted to practice before the
U.S. Patent & Trademark Office

May 1, 1998

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

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*****35.00 *****35.00

Re: Amazon Herb Company

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Amendment to the Articles of Incorporation for the above referenced for filing with the Florida Secretary of State. Please return the file stamped copy in the envelope provided.

Also enclosed is my firm check in the amount of \$35.00 to cover the filing fees.

If you have any questions regarding this matter, please do not hesitate to contact me.

Sincerely yours,


Robert C. Hackney, Esq.

RCH/lis

Enclosures

FILED
98 MAY -4 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

See 5/11

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
AMAZON HERB COMPANY

FILED
98 MAY -4 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The following provisions of the Articles of Incorporation of Amazon Herb Company, a Florida corporation, filed in Tallahassee on June 6, 1990, be and they hereby are amended in the following particulars:

2. Article Four of the Articles of Incorporation is hereby amended to read as follows:

"4.1 The aggregate number of shares which the corporation is authorized to issue is 10,000,000 shares, of which 8,000,000 shares of the par value of \$.01 per share shall be designated as "Common Shares" and 2,000,000 of the par value of \$1.00 shall be designated as "Preferred Shares".

4.2 The Board of Directors, by resolution, has the authority to grant rights to subscribe for or purchase and issue in one (1) or more series, Preferred Shares, having such preferences, rights, and limitations as therein set forth. The voting powers, if any, of a holder of one Preferred Share, may not exceed the voting rights of one Common Share."

Article Four of the Articles of Incorporation is further amended by adding a paragraph 4.3 as follows:

Paragraph 4.3: The 6,833,000 shares of Common Stock of the company without par value, either issued and outstanding or held by the company as treasury stock, immediately prior to the time this amendment becomes effective shall be and are automatically reclassified and changed (without any further act) into 2,733,200 fully-paid and nonassessable shares of the Common Stock of the Company without par value without increasing or decreasing the amount of stated capital or paid-in surplus of the company, provided that no fractional shares shall be issued. The fractional share interests that occur as a result of the foregoing reclassification and change shall be rounded up to the next nearest whole number.

The Articles of Incorporation are hereby amended by adding Articles Nine and Ten which shall read as follows:

ARTICLE NINE
LIABILITY OF DIRECTORS AND OFFICERS

No director or officer of the Company shall have any personal liability to the Company or its Shareholders for monetary damages for breach of fiduciary duty as a director notwithstanding any provision of law imposing such liability; provided, however, that this Article Nine shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Company or its Shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under the Florida Business Corporation Act, or (iv) for any transaction from which the director or officer derived an improper personal benefit. No amendment to or repeal of this Article Nine shall apply to or have any effect on the elimination pursuant hereto of liability or alleged liability of any director or officer of the Company for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. Nothing in this Article Nine shall limit any lawful right to indemnification existing independently of this Article.

ARTICLE TEN
INDEMNITY

Every person now or in the future serving as a director, officer or employee of the corporation shall be indemnified and held harmless by the corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by such person in connection with or resulting from any claim, action, suit, or proceeding, civil or criminal, in which the person may become involved, as a party or otherwise, by reason of being or having been a director, officer or employee of the corporation, whether or not the person continues to be such at the time of such loss, cost, liability or expense shall have been imposed or incurred. As used in these Articles, the term "loss, cost, liability and expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines or penalties against, and amounts paid in settlement by, any such director, officer or employee; provided, however, that no such director, officer or employee shall be entitled to claim such indemnity: (1) with respect to any matter as to which there shall have been a final adjudication that the person has committed or allowed some act or omission, (a) otherwise than in good faith in what the person considered to be the best interests of the corporation, and (b) without reasonable cause to believe that such act or omission was proper and legal; or (2) in the event of a settlement of such claim, action, suit, or proceeding unless (a) the court having jurisdiction of the matter shall have approved of such settlement with knowledge of the indemnity provided in these Articles, or (b) a written opinion of independent legal counsel, selected by or in manner determined by the Board of Directors, shall have been rendered substantially concurrently with such settlement, to the effect that it was not probable that the matter as to which indemnification is being made would have resulted in a final adjudication as specified in clause (1) above, and that the loss, cost, liability or expense may properly be borne by the corporation. A conviction or


judgment (whether based on a plea of guilty, or nolo contendere or its equivalent, or after trial) in a criminal action, suit or proceeding shall not be deemed an adjudication that such director, officer or employee has committed or allowed some act or omission as provided above if independent legal counsel, selected as set forth above, shall substantially concurrently with such conviction or judgment give to the corporation a written opinion that such director, officer or employee was acting in good faith in what he or she considered to be the best interests of the corporation or was not without reasonable cause to believe that such act or omission was proper and legal.

3. The foregoing amendments were adopted by the Stockholders of the corporation on the 1st day of May, 1998.

4. The number of votes cast for the Amendments by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this 1st day of May, 1998.

AMAZON HERB COMPANY



John H. Easterling, President



Connie Lynch, Secretary