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LORRAINE BRENNAN O'NEIL
(305) 960-6949
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October 18, 2001

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*****52.50 *****52.50

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Too Hot Vending, Inc.

Dear Sir or Madam:

Enclosed are the following:

1. Articles of Amendment to Articles of Incorporation of Too Hot Vending, Inc.;
2. Change of registered agent form; and
3. Check in the amount of \$52.50 for a certified copy of the above Articles and certificate of status.

Sincerely,

Lorraine Brennan O'Neil

LBO:kat

Enclosures

All changes & corrections authorized by Kathy Teller & Lorraine B. O'Neil

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 25, 2001

SHOOK, HARDY & BACON, LLP
201 S. BISCAYNE BLVD. STE 2400
MIAMI, FL 33131-4332

SUBJECT: TOO HOT VENDING ENTERPRISES, INC.
Ref. Number: P01000013469

We have received your document for TOO HOT VENDING ENTERPRISES, INC. and check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name and title of the person signing the document must be noted beneath or opposite the signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6908.

Anna Chesnut
Corporate Specialist

Letter Number: 301A00058849

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DIVISION OF CORPORATIONS

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

TOO HOT VENDING ENTERPRISES, INC.

(present name)

P01000013469

(Document Number of Corporation (If known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

NAME: TOO HOT VENDING, INC.

PRINCIPAL ADDRESS: 701 Southeast Sixth Street, Fort Lauderdale, Florida 33301-3408

MAILING ADDRESS: 2200 Winter Springs Boulevard, Suite 161, Oveido, Florida 32765

FEI #: 65-1078441

ARTICLE VII: *Registered Agent change; Please see attached page.*

OFFICER/DIRECTOR:

Lorraine Brennan O'Neil, 701 Southeast Sixth Street, Fort Lauderdale, Florida 33301, President

Gordon Palmer O'Neil, 701 Southeast Sixth Street, Fort Lauderdale, Florida 33301, Vice President

Debbie Lima

Director

Jack Lima

Director

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIRD: The date of each amendment's adoption: October 17, 2001/

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____
(voting group)
- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 19th day of October, 2001.

Signature _____

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

Lorraine Brennan O'Neil

OR

(By a director if adopted by the directors)

OR

(By an incorporated if adopted by the incorporators)

Lorraine Brennan O'Neil

(Typed or printed name)

President/CHAIRMAN OF the BOARD

(Title)

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation : Too Hot Vending Enterprises, Inc.

2. The mailing address of the corporation : _____

3. Date of incorporation/qualification: 2/5/01 Document number: PO1 000013469

4. The name and address of the current registered agent and office:

DEBORAH L. FRANCIOSE
318 Indian Trace
Ed, Fla
327
Weston Fla. 33326

5. The name and address of the new registered agent (if changed) and/or registered office (if changed):
(P. O. Box Not Acceptable)

LORRAINE BRENNAN O'NEIL
701 SE 6 street
Fort Lauderdale, Fl. 33301-3409

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

[Signature]
(Signature of an officer, chairman or vice chairman of the board)

10-17-01
(Date)

LORRAINE BRENNAN O'NEIL President
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

[Signature]
(Signature of Registered Agent)

10-17-01
(Date)

If signing on behalf of an entity:

LORRAINE BRENNAN O'NEIL
(Typed or Printed Name)

President
(Capacity)

*** FILING FEE: \$35.00 ***