

P78000107050

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400019187354

06/02/03--01038--005 **35.00

FILED
03 JUN -2 PM 2:13
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

PORTER WRIGHT MORRIS & ARTHUR LLP
Attorneys & Counselors at Law

Dixon F. Miller
239-593-2955
dmiller@porterwright.com
Also admitted in: Ohio

5801 Pelican Bay Boulevard
Suite 300
Naples, Florida 34108-2709

Facsimile: 239-593-2990
Toll Free: 800-876-7962

May 29, 2003

VIA OVERNIGHT DELIVERY

Division of Corporations
Registration Department
409 East Gaines Street
Tallahassee, Florida 32399

Re: Articles of Amendment to Articles of Incorporation of The Energy Bar Company

Dear Registration Department:

Please find enclosed for filing the Articles of Amendment to Articles of Incorporation. Also enclosed is the filing fee check in the amount of \$35.00.

If you have any questions, please contact me. Thank you for your assistance.

Sincerely,



Dixon F. Miller

DFM:csm
Enclosures

NAPLES/262030 v 01

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED

03 JUN -2 PM 2:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE ENERGY BAR COMPANY

(present name)

P98000107050

(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)*

ARTICLE III is amended to read as set forth on Exhibit A, attached.

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:

[NOT APPLICABLE]

THIRD: The date of each amendment's adoption: May 27, 2003

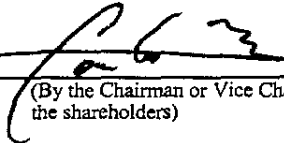
FOURTH: Adoption of Amendment(s) (CHECK ONE)

- 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 28TH day of May, 2003

Signature



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

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Carlos Perez

(Typed or printed name)

President

(Title)

[Exhibit A -- Attachment to Certificate of Amendment]

ARTICLE III

The authorized capital stock of the Corporation shall consist of two classes of stock, which shall be as follows:

1. The Corporation is authorized to issue up to a maximum of 30,000,000 shares of voting Common Stock, par value \$.001.
2. The Corporation is authorized to issue up to a maximum of 47,500 shares of Series A Cumulative Convertible Preferred Stock, par value \$100.00. The specific terms of the Series A 5% Cumulative Convertible Preferred Stock shall be as follows:

Holdes of the Series A 5% Cumulative Convertible Preferred shares shall be entitled to receive a minimum annual dividend of \$5 per share, payable quarterly. If the directors decide for any reason not to distribute a dividend during any given year, then the minimum dividend shall accumulate until paid. Interest at the rate of 6% per annum shall be payable on accumulated but undistributed dividends. Any interest which is not paid shall be compounded quarterly on the last day of each calendar quarter. No dividends shall be payable to holders of the Corporation's common shares, on the basis of those shares, while dividends to the holders of Series A 5% Cumulative Convertible Preferred shares remain unpaid.

In the event of any voluntary or involuntary dissolution or winding up of the Corporation, or of any partial distribution of the capital thereof, the holders of the Series A 5% Cumulative Convertible Preferred stock shall be entitled to first preference in the distribution of the net assets of the Corporation remaining after adequate provision has been made for payment of creditors and others entitled to participate in the distribution ahead of equity holders. Any and all such assets and property in case of any distribution shall be applied first to the payment in full of the principal of the Series A 5% Cumulative Convertible Preferred stock on the basis of \$100.00 per share plus any accumulated but undistributed dividends and interest. After that payment, any balance remaining shall be available for distribution among the holders of the Common Stock.

Shares of the Series A 5% Cumulative Convertible Preferred may be converted at any time into Common Stock of the Corporation upon presentation of the applicable certificate duly executed for transfer to the Corporation. The conversion rate shall be 200 shares of Common Stock for each share of the Series A 5% Cumulative Convertible Preferred stock. The Board of Directors of the Corporation may by appropriate resolution permit accrued but unpaid dividends and interest likewise to be converted into Common Stock at the rate of one share of Common Stock for each \$.50 of unpaid dividends or interest.