

245341



THE UNITED STATES  
CORPORATION  
COMPANY

FILED  
00 JAN 27 PM 2:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032  
REFERENCE : 565462 4303929  
AUTHORIZATION : Patricia Pizot  
COST LIMIT : \$ 52.50

ORDER DATE : January 26, 2000

ORDER TIME : 10:38 AM

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ORDER NO. : 565462-015

CUSTOMER NO: 4303929

CUSTOMER: Ms. Stephanie C. Johnson  
Greenberg Traurig, P.a.  
1221 Brickell Avenue  
21st Floor  
Miami, FL 33131

DOMESTIC AMENDMENT FILING

NAME: ROWLAND COFFEE ROASTERS, INC.

EFFECTIVE DATE:

G. COULLIETTE JAN 27 2000

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY (2 CERTIFIED COPIES NEEDED)  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

RECEIVED  
00 JAN 27 AM 11:26  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
ROWLAND COFFEE ROASTERS, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is **ROWLAND COFFEE ROASTERS, INC.** (the "Corporation"), Charter #245341, filed on March 8, 1961.

2. The following Amendment to the Articles of Incorporation was adopted by all of the Shareholders and the Directors of the Corporation, the number of votes cast being sufficient for approval, on January 26, 2000 in the manner prescribed by Section 607.1003 of the Act:


**ARTICLE III**

The Corporation shall have the authority to issue One Million (1,000,000) shares of Common Stock, \$.01 par value per share.

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Amendment to Articles of Incorporation of **ROWLAND COFFEE ROASTERS, INC.** this 26th day of January, 2000.

**ROWLAND COFFEE ROASTERS, INC.**

  
\_\_\_\_\_  
Jose Alberto Souto, Vice President

**FILED**  
**00 JAN 27 PM 2:55**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**WRITTEN CONSENT  
BY  
THE SHAREHOLDERS  
AND  
THE DIRECTORS  
OF  
ROWLAND COFFEE ROASTERS, INC.**

The undersigned, being all of the Shareholders and all of the Directors of **ROWLAND COFFEE ROASTERS, INC.** (the "Corporation"), pursuant to the provisions of the laws of the State of Florida, do hereby consent that when all of the undersigned have executed this consent or a counterpart hereof, the resolutions set forth below shall be deemed to have been adopted to the same extent and to have the same force and effect as if adopted at a formal meeting of the Corporation's Board of Directors and Shareholders, duly called for the purpose of acting upon such proposals to adopt such resolutions.

**Articles of Amendment to Articles of Incorporation**

**WHEREAS**, the undersigned believe it to be in the best interest of the Corporation to amend the Corporation's Articles of Incorporation;

**RESOLVED**, that the Corporation's Articles of Incorporation shall be amended as reflected in the Articles of Amendment to the Articles of Incorporation, a copy of which is attached hereto and made a part hereof; and it is

**RESOLVED**, that the President of the Corporation is hereby authorized and directed to execute the Articles of Amendment to the Articles of Incorporation and to file same with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned being all of the Shareholders and all of the Directors of the Corporation, have executed the foregoing Special Corporate Action for the purposes herein expressed this 21<sup>st</sup> day of January, 2000.

**DIRECTORS:**

*Jose Souto*  
Jose Angel Souto

*Haydee Souto*  
Haydee P. Souto  
*HCS*

*Jose A. Souto*  
Jose A. Souto

**SHAREHOLDERS:**

*Jose E. Souto*  
Jose E. Souto

*Angel L. Souto*  
Angel L. Souto

*Jose Alberto Souto*  
Jose Alberto Souto

*Jose Souto*  
Jose Angel Souto

*Haydee Souto*  
Haydee Souto