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DIVISION OF CORPORATIONS

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BASIC AMENDMENT

JUICE BOWL PRODUCTS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$35.00

Amended & Restated

Art.

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
JUICE BOWL PRODUCTS, INC.

The Articles of Incorporation of Juice Bowl Products, Inc., have been amended and restated to read as follows:

ARTICLE I. NAME

The name of the corporation is:

Juice Bowl Products, Inc.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of business of the corporation is 2090 Bartow Road, Lakeland, Florida 33801, and the mailing address of the corporation is P.O. Box 1048, Lakeland, Florida 33802.

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation began on December 8, 1967.

ARTICLE IV. PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The total number of shares of all classes of capital stock of the corporation which the corporation shall have the authority to issue is 5,000,000, of which 2,000,000 shares having a par value of \$0.01 per share shall be designated as Class A Voting Common Stock, 2,000,000 shares having a par value of \$0.01 per share shall be designated as Class B Non-Voting Common Stock, and 1,000,000 shares having a par value of \$0.01 per share shall be designated as Preferred Stock. The consideration to be paid for each share shall be fixed by the board of directors and such consideration may consist of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

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The preferences, limitations and relative rights in respect of the shares of Class A Voting Common Stock and Class B Non-Voting Common Stock will be the same, except that holders of Class B Non-Voting Common Stock shall not have the right to vote for the election of directors of the corporation or for any other purpose except as otherwise provided by law.

Shares of Preferred Stock may be issued from time to time in one or more series. The board of directors is authorized to fix the number of shares in each series, the designation thereof and the relative rights, preferences and limitations of each series, and specifically, the board of directors is authorized to fix with respect to each series: (a) the dividend rate; (b) redeemable features, if any; (c) rights upon liquidation; (d) whether or not shares of such series shall be subject to a purchase, retirement or sinking fund provision; (e) whether or not the shares of such series shall be convertible into or exchangeable for shares of any other class and, if so, the rate of conversion or exchange; (f) restrictions, if any, upon the payment of dividends on common stock; (g) restrictions, if any, upon the creation of indebtedness; (h) voting powers, if any, of the shares of each series; and (i) such other rights, preferences, and limitations as shall not be inconsistent with the laws of the State of Florida.

Shareholders shall not have any preemptive rights.

ARTICLE VI. REGISTERED AGENT AND ADDRESS

The name and address of the registered agent are CT Corporation System, 1200 S. Pine Island Road, Plantation, Florida 33324.

ARTICLE VII. BOARD OF DIRECTORS

The corporation has six directors. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the directors are:

<u>Name</u>	<u>Address</u>
John P. Grady	1236 Lake Point Dr. Lakeland, FL 33809
J. Michael Grady	815 S. Missouri Avenue Lakeland, FL 33815
R. Paul Grady	1985 General Alexander Dr. Malvern, PA 19355
Suzanne G. Gleason	330 Goodhill Road Kentfield, CA 94094

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William A. Gleason

4316 18th St.
San Francisco, CA 94114

Terry Simmers

1115 Waterfall Lane
Lakeland, FL 33803ARTICLE VIII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

ARTICLE X. INDEMNIFICATION

To the fullest extent permitted by the Florida Business Corporation Act, the corporation shall indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person (a) is or was a director of the corporation, (b) is or was serving at the request of the corporation as a director of another corporation, partnership, joint venture, trust or other enterprise (a "Business Entity"), (c) is or was an officer of the corporation, provided that such person is or was at the time a director of the corporation, or (d) is or was serving at the request of the corporation as an officer of another Business Entity, provided that such person is or was at the time a director of the corporation or a director of such other Business Entity, serving at the request of the corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the previous sentence, the board of directors shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person is or was an officer, employee or agent of the corporation, or is or was serving at the request of the corporation as an officer, employee or agent of another Business Entity.

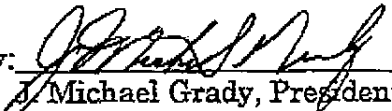
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CERTIFICATE TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF JUICE BOWL PRODUCTS, INC.

The undersigned, J. Michael Grady, President of Juice Bowl Products, Inc., a Florida corporation (the "Corporation"), does hereby certify as follows:

1. In connection with the foregoing Amendment and Restatement of the Articles of Incorporation, each share of common stock of the Corporation that is issued and outstanding at the time of filing of these Articles of Amendment shall be automatically divided into 4.56 shares of Class A Voting Common Stock and 7.44 shares of Class B Non-Voting Common Stock.
2. In accordance with Section 607.1003 of the Florida Statutes, the Board of Directors of the Corporation recommended by written consent on December 29, 1999, that the shareholders of the Corporation approve, and all of the shareholders having approved by written consent dated December 29, 1999, the number of votes cast for the amendment by the shareholders being sufficient for such approval, in accordance with Section 607.1003 and 607.1006 of the Florida Statutes, the amendment and restatement of the Corporation's Articles of Incorporation as attached hereto.
3. The undersigned officer of the Corporation has been duly authorized to submit these Amended and Restated Articles of Incorporation of the Corporation to the Department of State of Florida for filing in accordance with Section 607.1007, Florida Statutes.

JUICE BOWL PRODUCTS, INC.

By: 
J. Michael Grady, President

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