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CORPORATION(S) NAME

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Amended

The Granary Incorporated

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☒ Certified Copy

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☒ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Reservation

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THE GRANARY INCORPORATED

The undersigned individual, having been designated by the United States Bankruptcy Court, Middle District of Florida, Tampa Division, pursuant to an Order Confirming Debtor's First Amended Plan of Reorganization, presents for filing these Articles of Amendment to the Articles of Incorporation of The Granary Incorporated, all pursuant to Florida Statutes § 607.1008 (1995) as follows:

1. The name of the corporation is The Granary Incorporated (the "Corporation").
2. Article IV of the Articles of Incorporation of the Corporation is hereby amended

in its entirety to read as follows:

"A. Authorized Capital Stock. The corporation is authorized to issue an aggregate of 10,001 shares of common stock divided into classes as follows:

"(a) 10,000 shares of common stock, no par value (the "Common Stock"); and

"(b) One (1) share of Class B Common Stock, One Dollar (\$1.00) par value (the "Class B Common Stock").

"B. Eligibility Requirements for Holders of Class B Common Stock. The Board of Directors of the Corporation shall issue the single share of Class B Common Stock to Tree of Life, Inc., a Delaware corporation, or its designee.

"C. Voting Rights With Respect to Common Stock.

"(a) The holders of Common Stock shall have no voting rights or privileges, including, without limitation, with respect to the sale or other

disposition of corporate assets, mergers or consolidations, or any reclassification or modification of ownership interest in the Corporation.

“(b) The holder of Class B Common Stock shall have the sole right and privilege to vote all matters which are required or permitted to be submitted to a vote at a meeting of shareholders under the Florida Business Corporation Act, including but not limited to the following matters:

“(i) The election, qualification, or removal of the member(s) of the Board of Directors of the Corporation;

“(ii) The increase or decrease of the number of authorized shares of the Corporation and the rights, preferences, designations, or limitations of all or part of the shares of each class;

“(iii) The sale, lease, transfer, mortgage, encumbrance, or other disposition of all (or substantially all) of the assets or properties of the Corporation;

“(iv) The merger or consolidation of the Corporation; and

“(v) The dissolution and liquidation of the Corporation.

“Each holder of Class B Stock shall be entitled to one vote for its share of Class B Common Stock.

“D. Right to Dividends. No holder of any of the Common Stock of the Corporation shall be entitled to receive any dividends or other distributions on account of the ownership of its Common Stock.

“E. Rights Upon Liquidation. No holder of the Common Stock of the Corporation shall be entitled to receive any assets or properties of the Corporation distributed upon any liquidation, dissolution, or winding up of the Corporation.

“F. Issuance of Class B Common Stock. The officers of the Corporation are authorized and directed to issue a stock certificate for one share of the Corporation’s Class B Common Stock to Tree of Life, Inc.”

3. The Common Stock issued and outstanding on the date of confirmation of the plan in bankruptcy will remain issued and outstanding and will continue its designation as “Common Stock.”

4. Article VII of the Articles of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

“The affairs of the Corporation shall be managed by the Board of Directors. The Board of Directors shall consist of one (1) member. The only shareholder of the Corporation eligible to elect, qualify, or remove the director of this Corporation is the holder of the Class B Common Stock.”

5. Articles XII and XIII of the Articles of Incorporation of the Corporation are hereby amended in their entirety to read as follows:

“These Articles of Incorporation may be amended only upon the vote of the holder of the Corporation’s Class B Common Stock. The Bylaws of the Corporation may be repealed, amended, or restated only upon the vote of the holder of the Corporation’s Class B Common Stock. The holders of the

Common Stock shall have no right to vote with respect to such matters affecting both the Articles of Incorporation and the Bylaws."

6. Article X of the Articles of Incorporation of the Corporation is deleted.

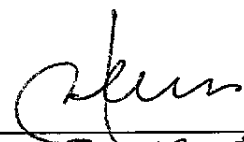
7. These Articles of Amendment were approved by the United States Bankruptcy Court, Middle District of Florida, Tampa Division, pursuant to an Order Confirming Debtor's First Amended Plan of Reorganization dated December 4, 1997 (the "Order").

8. The title of the reorganization proceeding in which the Order was entered is "In Re: The Granary, Inc., Debtor, United States Bankruptcy Court, Middle District of Florida, Tampa Division, Chapter 11, Case No. 97-12660-8P1."

9. The United States Bankruptcy Court, Middle District of Florida, Tampa Division, has jurisdiction of the proceeding described in paragraph 8 hereof under the United States Bankruptcy Code and 28 U.S.C. § 1334.

IN WITNESS WHEREOF, the undersigned executed these Articles of Amendment pursuant to the authority vested in me by the Order this 12 day of December, 1997.

THE GRANARY INCORPORATED

By: 
Print: RIK S. TWEED
Title: PRESIDENT / CEO

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