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Account Number : 076064003722  
Phone : (954) 491-1120  
Fax Number : (954) 771-9264

BASIC AMENDMENT

INTERNATIONAL BEVERAGES, INC.

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*Amendment*

11-30-98

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**BASIC AMENDMENT**  
**INTERNATIONAL BEVERAGES, INC.**

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**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**

**Secretary of State**

**November 25, 1998**

**INTERNATIONAL BEVERAGES, INC.  
2631 E OAKLAND PARK BLVD  
P O BOX 39243  
FORT LAUDERDALE, FL 33306**

**SUBJECT: INTERNATIONAL BEVERAGES, INC.  
REF: 688197**

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The preparer's statement must include the attorney's Fla. Bar number.

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) 487-6906.

**Darlene Connell  
Corporate Specialist**

**FAX Aud. #: H98000021858  
Letter Number: 498A00056599**

**ARTICLES OF AMENDMENT  
OF  
INTERNATIONAL BEVERAGES, INC.**

Pursuant to Florida Statute Section 607.1006, the Articles of Incorporation of the above-named Corporation are hereby amended as follows:

1. Article IV is amended in its entirety to read as follows:

- 4.01 The Corporation is authorized to issue 287 shares divided into three (3) classes. The designation of each class, the number of shares of each class, and the par value of the shares of each class are as follows:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value Per Share</u>
Common-Class A Voting	100	\$1.00
Common-Class B Nonvoting	10	\$1.00
Preferred-Nonvoting	177	\$1,000.00

- 4.02 The holders of the issued and outstanding shares of the Common-Class A Voting and Common-Class B Nonvoting Shares shall be entitled to equal rights, except the holders of the Common-Class B Shares shall not be entitled to vote. Except as otherwise required by Florida Law, the holders of the Class A Common Shares shall have exclusive voting rights and powers, including the exclusive right to Notice of Shareholder Meetings.
- 4.03 The holders of the Preferred Shares shall be entitled to receive dividends at the annual rate of five percent (5%) of the par value of such shares, and shall on any voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, receive their par value plus all accrued and unpaid dividends in accordance with the provisions hereof. The holders of the Preferred Shares shall not be entitled to vote such shares for any reason, except as may be expressly required by Florida Statutes. The holders of the Preferred Shares shall be entitled to receive their annual dividends as and when declared by the Board of Directors. Dividends shall be payable on the last day of each year and if not paid, shall accumulate. In no event, as long as any Preferred Shares shall be outstanding, shall any dividend, nor shall any distribution be made on any of the Common Shares unless and until all dividends on the Preferred Shares for all past annual dividend periods shall have been paid. In the event of any voluntary liquidation, dissolution, involuntary liquidation or winding-up of the affairs of the Corporation, then, before any distribution or payment shall be made to the holders of the Common Shares, the holders of the Preferred Shares shall be entitled to be paid in full the par value of their shares, together with accrued dividends to

Gregory J. Blodig, Esq.  
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the payment date, whether or not earned or declared. If upon any voluntary or involuntary liquidation, dissolution or winding-up of the affairs of the Corporation, the assets of the Corporation are insufficient to permit full payment to the Preferred Shareholders as herein provided, then the holders of the Preferred Shares shall share rateably in any distribution of assets in proportion to the full amounts to which they would otherwise be respectfully entitled.

2. The foregoing Amendment was adopted on August 31st, 1998.
3. The number of votes cast for the Amendment by the Shareholders was sufficient for approval.

Whereof, the undersigned has executed these Articles of Amendment as of September 1, 1998.



Anne Houle Case, President

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