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CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
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DEC -5 PM 5:02
STATE

DATE: 12/5

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*****35.00 *****35.00

Corporation(s) Name

CF Acquisition Sub, Inc	Name
CF TO:	Change
Cost FLUTE, Inc	Amend

<input type="checkbox"/> Profit	<input checked="" type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> LLC	<input type="checkbox"/> Withdrawal	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> UBR	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> Ch. RA
<input type="checkbox"/> UCC () 1 or () 3		

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***Special Instructions**

<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> arts/amends/mergers () Other-See Above		
<input checked="" type="checkbox"/> Walk in	<input checked="" type="checkbox"/> Pick-up	<input type="checkbox"/> Will Wait

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Jeffrey Butterfield

Thank You!

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00 DEC -5 AM 11:18
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

File Second

ADR

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

FILED
00 DEC -5 PM 5:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. CF Acquisition Sub, Inc.
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Delaware
3. Date authorized to do business in Florida: November 9, 2000

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

November 14, 2000

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

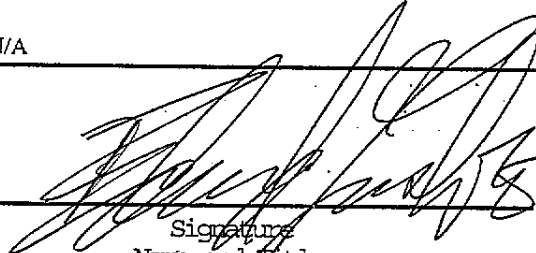
Cool Fruits, Inc.

6. If the amendment changes the period of duration, indicate new period of duration.

N/A

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A


Signature
Name and Title

November 27, 2000

Date

Edward D. Truslow, Secretary and Treasurer

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THAT THE SAID "CF ACQUISITION SUB,
INC.", FILED A CERTIFICATE OF MERGER, CHANGING ITS NAME TO "COOL
FRUITS, INC.", THE FOURTEENTH DAY OF NOVEMBER, A.D. 2000, AT 3
O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

3283048 8320

001594445

AUTHENTICATION: 0816974

DATE: 11-28-00