



CELEBRATION FOODS, INC.
 11620 Isle Of Palms Drive
 Fort Myers Beach, FL 33931 USA

(941) 437-1152 Telephone
 (941) 437-1198 Facsimile

Outstanding Food Flavors and Sauces

February 19, 2001
 Our Ref: 1583cf

799000004077

400003747614--6
 -02/22/01--01080--008
 *****35.00 *****35.00

Amendment Section
 Division of Corporations
 P.O. Box 6327
 Tallahassee, FL 32314

Dear Sir/Madam:

Effective February 6, 2001, we changed the name of our corporation.

It was named: Sharp Vending, Inc.

It has been renamed: **Celebration Foods, Inc.**

I have enclosed the proper forms and, hopefully, attached the correct evidence from the State of Colorado.

It is important to note that while the corporation was named Sharp Vending, Inc., it also did business under the fictitious name of Celebration Foods.

Please let me know if any changes are needed to the documentation.

Sincerely yours,

William F. Sharp

William F. Sharp
 President

FILED
 01 MAR 23 AM 11:16
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

N/c

T BROWN MAR 27 2001



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 26, 2001

WILLIAM F. SHARP
CELEBRATION FOODS, INC.
11620 ISLE OF PALMS DRIVE
FORT MYERS BEACH, FL 33931

SUBJECT: SHARP VENDING, INC.
Ref. Number: F99000004077

We have received your document for SHARP VENDING, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

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) 487-6869.

Teresa Brown
Corporate Specialist

Letter Number: 901A00011922

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

FILED
01 MAR 23 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I
(1-3 MUST BE COMPLETED)

1. SHARP VENDING, INC.
Name of corporation as it appears on the records of the Department of State.
2. COLORADO 3. AUGUST 9, 1999
Incorporated under laws of Date authorized to do business in Florida

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? FEBRUARY 6, 2001
5. CELEBRATION FOODS, INC.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.

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

New Jurisdiction

William F. Sharp
Signature

FEBRUARY 20, 2001
Date

WILLIAM F. SHARP
Typed or printed name

PRESIDENT
Title



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, DONETTA DAVIDSON, SECRETARY OF STATE OF THE STATE OF
COLORADO HEREBY CERTIFY THAT

ACCORDING TO THE RECORDS OF THIS OFFICE.

CELEBRATION FOODS, INC.
(COLORADO CORPORATION)

FILE # 19941051093 WAS FILED IN THIS OFFICE ON May 03, 1994
AND HAS COMPLIED WITH THE APPLICABLE PROVISIONS OF THE
LAWS OF THE STATE OF COLORADO AND ON THIS DATE IS IN GOOD
STANDING AND AUTHORIZED AND COMPETENT TO TRANSACT BUSINESS
OR TO CONDUCT ITS AFFAIRS WITHIN THIS STATE.

Dated: February 16, 2001

Donetta Davidson

SECRETARY OF STATE

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
SHARP VENDING, INC.

2001 FEB -8 PM 2:03

SECRETARY
STATE OF COLORADO

Pursuant to the provisions of the Colorado Business Corporation Act, Sharp Vending, Inc., a Colorado corporation, adopts the following Articles of Amendment to its Articles of Incorporation:

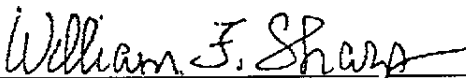
FIRST: The name of the corporation is Sharp Vending, Inc.

SECOND: The following amendment was adopted by the shareholders of the corporation to be effective upon the filing of these Articles of Amendment with the Colorado Secretary of State, in the manner prescribed by the Colorado Business Corporation Act:

RESOLVED: The name of this corporation is changed to Celebration Foods, Inc.

THIRD: The amendment above will have no effect on the exchange, reclassification, or cancellation of issued shares.

DATED: January 19, 2001



William F. Sharp, President

Mail to: Secretary of State
 Corporations Section
 1560 Broadway, Suite 200
 Denver, CO 80202
 (303) 894-2251
 Fax (303) 894-2242

For office use only 047

2001 FEB -6 11 2:07

SECRETARY OF STATE
 STATE OF COLORADO

MUST BE TYPED
FILING FEE: \$5.00
MUST SUBMIT TWO COPIES

Please include a typed
 self-addressed envelope

**CERTIFICATE OF WITHDRAWAL
 OF
 TRADE NAME**

SHARP VENDING, INC.

(Exact name as shown on records of the Secretary of State)

, a corporation, limited partnership or limited liability company organized under the laws of the State of Colorado, transacting a portion of its business under an assumed or trade name as permitted by 7-71-101, Colorado Revised Statutes, hereby certifies:

1. The location of the registered office in Colorado is (Include City, State and Zip): _____

2. The name, other than its own corporate, limited partnership or limited liability company name, under which such business is carried on is: CELEBRATION FOODS, INC.

3. Hereby withdraws and cancels the trade name it has been using in Colorado.

Limited Partnerships or Limited Liability Companies complete this section	Corporations complete this section
Name of Limited Partnership or Limited Liability Company	<u>SHARP VENDING, INC.</u> Name of Corporation
By _____ Signature	By <u>William F. Sharp</u> Signature
Its _____ (Manager, Member, General Partner)	Its <u>President</u> Title