G47260

LAW OFFICES OF
JONATHAN W. SHIRLEY, P.A.
ATTORNEY AND COUNSELLOR AT LAW
171 CIRCLE DRIVE
MAITLAND, FLORIDA 32751

JONATHAN W. SHIRLEY
ADMITTED IN FLORIDA,
WEST VIRGINIA & VIRGINIA

TELEPHONE (407) 629-8233
FACSIMILE (407) 629-8252

POST OFFICE BOX 4035
WINTER PARK, FLORIDA 32793-4035

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 16, 1998

200002492302--9
-04/17/98--01064--011
*****87.50 *****87.50

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

98 APR 17 PM 12:47
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Articles of Amendment to the Articles of Incorporation of Natural Brands, Inc.

Gentlemen:

Enclosed are an original and one copy of the Articles of Amendment to the Articles of Incorporation of Natural Brands, Inc., together with our firm's check in the amount of $87.50 to cover the filing fee and certified copy fee. Once the Articles of Amendment have been filed, the certified copy should be returned to this office.

If you have any questions, please contact me.

Sincerely,

Jonathan W. Shirley

JWS/g
Enclosures
cc: Mr. Donald Duchesneau

VS APR 23 1998

Amend

FILED
98 APR 17 PM 12:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF
NATURAL BRANDS, INC.

Article III of the Articles of Incorporation of Natural Brands, Inc. was amended by the corporation's board of directors and unanimously approved by the shareholders on April 13, 1998. The corporation is filing these Articles of Amendment to Articles of Incorporation pursuant to F.S. 607.1006.

1. The name of the corporation is Natural Brands, Inc.

2. Article III of the Articles of Incorporation of Natural Brands, Inc. was amended as follows:

"ARTICLE III - Capital Stock

(a) The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Twenty Thousand (20,000), par value of Five Dollars $5.00) per share.

(b) In the election of directors of this corporation there shall be no cumulative voting of any shares of stock entitled to vote at such election.

(c) No holder of any shares of voting common stock shall have preemptive rights to subscribe for or purchase any additional shares of stock of any class or to otherwise preserve such holder's percentage ownership of the capital stock of the corporation or any class thereof."

3. The foregoing amendment to Articles of Incorporation were duly adopted by the board of directors on April 13, 1998.

4. The above amendment to Article III was approved by the consent of the Shareholders of the Corporation holding a majority of the issued and outstanding shares of stock of the Corporation, which is sufficient for the adoption of these Articles of Amendment by the Corporation.

IN WITNESS WHEREOF, the undersigned as Chairman of the Board of Directors of this corporation has executed these Articles of Amendment on April 13, 1998.

Dorothy McLaughlin

Dorothy Anne McLaughlin, Chairman
of the Board of Directors of Natural Brands, Inc.