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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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May 29, 1997

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Amendment to the Articles of Incorporation
of Royal Bakery, Inc.

Gentlemen:

Enclosed is the original and a copy of the Articles of Amendment to the Articles of Incorporation of Royal Bakery, Inc., together with a check for \$87.50 to cover the filing fee and certified copy fee.

Once the Articles of Amendment to the Articles of Incorporation have been filed, please return the certified copy to this office.

Sincerely yours,



William P. Weatherford, Jr.

WPWjr
Enclosure

cc: Bjorn Johannessen

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION
OF ROYAL BAKERY, INC.

FILED
97 JUN -2 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

Article I - Name

The name of the corporation is ROYAL BAKERY, INC. (hereinafter referred to as the "Corporation").

Article II - Adoption and Text of Amendments

The Board of Directors of the Corporation approved a resolution amending Article III of the Articles of Incorporation by written consent dated May 15, 1997, in accordance with the provisions of Section 607.0821 of the Florida Statutes, and the sole shareholder of the Corporation approved the resolution amending Article III of the Articles of Incorporation by written consent dated May 15, 1997, in accordance with the provisions of Section 607.0704 of the Florida Statutes. The following is a true and correct copy of the resolutions amending Article III of the Articles of Incorporation:

RESOLVED, that Article III of the Articles of Incorporation of the Corporation be amended in its entirety to read as follows:

Article III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is ninety thousand shares (90,000), of which forty-five thousand (45,000) shares having a par value of One Dollar (\$1.00) per share shall be shares of Class A voting common stock and forty-five thousand (45,000) shares having a par value of One Dollar (\$1.00) per share shall be shares of Class B nonvoting common stock.

The preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of each class, are as follows:

Holders of Class A voting common stock of this Corporation shall be entitled to one (1) vote for each share of Class A voting common stock standing in his, her or its name at any and all meetings of the shareholders of this Corporation. Except as otherwise provided by law, no holder of Class B nonvoting common stock shall be entitled to cast any vote on account of ownership of such stock.

Except for the difference in voting rights set forth above, the rights, preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of Class B nonvoting common stock, shall be identical in all respects to those of the shares of Class A voting common stock. Accordingly, each share of common stock, both Class A voting and Class B nonvoting, shall receive equal dividends if and when declared by the Board of Directors, and in the event of any liquidation, dissolution or winding up of this Corporation, the assets and funds of this Corporation shall be paid to and distributed equally among the holders of both the Class A voting and Class B nonvoting common stock in proportion to the number of shares held by the holders of such shares.

Article III - Effective Date of Amendment

The effective date of the amendment to the Articles of Incorporation of the Corporation set forth herein will be as of the date of filing the Articles of Amendment to the Articles of Incorporation with the Secretary of State of the State of Florida.

Dated May 15, 1997.

ROYAL BAKERY, INC.

By: 

Bjorn Johannessen, President