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September 19, 2000

Secretary of State
409 E. Gaines Street
Tallahassee, Florida 32314
Attn: Filing Department

Re: **Flavors In Motion, Inc.**

000003405170--6
-09/26/00--01101--005
*****48.75 *****43.75

Dear Sir or Madam:

Enclosed and filed herewith are the original and one copy of the Amendment to Articles of Incorporation for the above captioned company.

Please acknowledge receipt on the enclosed copy and return it to me in the enclosed self-addressed, pre-paid envelope provided, together with the notice of document number.

Also enclosed is our check in the amount of \$43.75 as the required for filing and certification.

Very truly yours,

W. RODGERS MOORE, P.A.

Allison Edwards
Allison Edwards, Esq.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP 26 PM 2:20

Enclosures

Allison Edwards gave Authorization
to delete phrase about Exhibit "A"
being attached. 10/4 EB

N/C
EB 10/4/00

KR

AMENDMENT TO
ARTICLES OF INCORPORATION
OF
FLAVORS IN MOTION, INC.,
PURSUANT TO Florida STATUTES §607.1005

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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1. The name of the Corporation is Flavors In Motion, Inc., (Document Number P00000062217).
2. The Articles of Incorporation and ARTICLE I, specifically, are amended to change the name of the Corporation as follows:

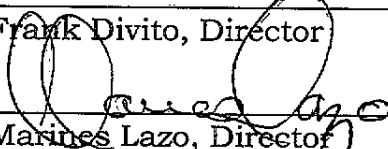
"ARTICLE I
NAME

The name of this Corporation is 450 Holdings, Inc."

3. The Corporation has not issued shares, and therefore, shareholder approval is not a prerequisite.
4. The foregoing amendment was adopted by resolution of the subscriber and directors of the Corporation dated September 18, 2000.

Dated: September 18, 2000.



Frank Divito, Director


Marines Lazo, Director

STATE OF FLORIDA)
)ss:
COUNTY OF PALM BEACH)

On this 18th day of September, 2000, before me, the undersigned notary public, personally appeared Frank Divito, director of Flavors In Motion, Inc., and Marines Lazo, director of Flavors In Motion, Inc., (now known as 450 Holdings, Inc.) who being personally known to me and who being by me first duly sworn, did say that they are all of the directors as stated above of said Corporation; and that the foregoing instrument was executed by them pursuant to the authority of Florida Statue §607.1005 by resolution dated September 18, 2000.

WITNESS my hand and official seal at Boca Raton, Palm Beach County, Florida, the day and year first above written.



Notary Public

My Commission Expires:

David J. Menkhaus

Print Name

