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BROAD. CASSEL

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P01000107129

Florida Department of State

Division of Corporations

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BASIC AMENDMENT

HONEY INTERNATIONAL, INC.

Certificate of Status	0
Certified Copy	1
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Amendment
12-10-01
DC

**ARTICLES OF AMENDMENT
TO
THE ARTICLES OF INCORPORATION
OF
HONEY INTERNATIONAL, INC.**

The undersigned, Jeffrey I. Binder, Chairman of HONEY INTERNATIONAL, INC., a Florida corporation (the "Corporation"), organized and existing under and by virtue of the Florida Business Corporation Act, does hereby certify that:

1. The name of the Corporation is HONEY INTERNATIONAL, INC., document number P01000107129.
2. The following articles to the Articles of Incorporation of the Corporation, are being adopted as follows:

**ARTICLE IX
DIRECTORS**

The Corporation shall have two directors initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The names and addresses of the initial directors are:

Jeffrey I. Binder
2701 South Bayshore Drive
Suite 610
Miami, Florida 33133

Jourdan Binder
33F Venetian Way
Apt. 85
Miami Beach, Florida 33139

**ARTICLE X
OFFICERS**

The Corporation shall have three officers initially to serve at the pleasure of the board of directors. The names and addresses of the initial officers are:

Name

Jeffrey I. Binder
2701 South Bayshore Drive
Suite 610
Miami, Florida 33133

Office

Chairman

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Jourdan Binder
33F Venetian Way
Apt. 85
Miami Beach, Florida 33139

President

Blanca Barker
2701 South Bayshore Drive
Suite 610
Miami, Florida 33133

Secretary

3. In accordance with Section 607.0123(1)(b) of the Florida Statutes, this amendment shall be effective upon its filing with the Florida Department of State.

4. The foregoing amendments were adopted on December 7, 2001, by written consent of the Corporation's shareholders and board of directors pursuant to Sections 607.0704 and 607.0821 of the Florida Statutes. The number of votes cast by the shareholders for the amendment was sufficient for approval by the shareholders.

5. Except as modified hereby, the Articles of Incorporation of the Corporation shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on the 7th day of December 2001.

HONEY INTERNATIONAL, INC., a
Florida corporation

By: 

Jeffrey I. Binder, Chairman