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July 29, 2002

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

RE: Articles of Amendment

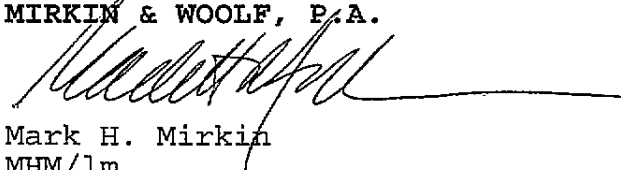
Ladies and Gentlemen:

Enclosed for filing please find an original and duplicate of Articles of Amendment to the Articles of Incorporation of G'Day Mate Australian Wine Importers and Distributors, Inc. along with a check payable to the Florida State Department in the amount of \$43.75 to cover the filing fee and fee for a certified copy. Please send the certified copy to the undersigned at the letter-head address.

Thank you for your prompt attention to this matter.

Very truly yours,

MIRKIN & WOOLF, P.A.


Mark H. Mirkin
MHM/lm

Enclosures

cc: Rodney J. Rose

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
G'DAY MATE AUSTRALIAN WINE IMPORTERS AND DISTRIBUTORS,
INC.

Pursuant to the provisions of the Florida Statutes, on July 2, 2002, the director and shareholder of G'DAY MATE AUSTRALIAN WINE IMPORTERS AND DISTRIBUTORS, INC., a Florida corporation (the "Corporation"), adopted the following resolutions by written consent:

RESOLVED: That the name of the Corporation should be changed to G'Day Mate Australian Wines Inc.

RESOLVED: That the authorized capital of the Corporation should be changed to 100,000,000 shares of capital stock, comprised of 95,000,000 shares of common stock and 5,000,000 shares of preferred stock, all \$0.01 par value.

RESOLVED: That the Articles of Incorporation as filed with the Florida State Department should be amended to reflect the foregoing resolutions.

NOW, THEREFORE, in accordance with the foregoing resolutions,

- a) Article I of the Corporation's Articles of Incorporation is deleted and the following inserted in its place:

"The name of the Corporation is G'Day Mate Australian Wines Inc."

- b) Article V of the Corporation's Articles of Incorporation is deleted and the following inserted in its place:

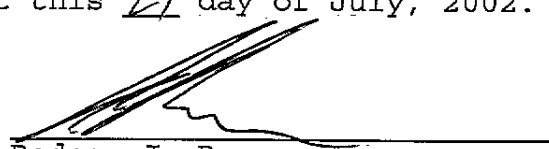
"The total number of shares of capital stock which the Corporation shall have authority to issue is one hundred million (100,000,000), of which ninety five million (95,000,000) shares shall be Common Stock with a par value of \$0.01 per share, and five million (5,000,000) shares shall be Preferred Stock with a par value of \$0.01 per share, all of which shares, when issued, shall be full paid and non-assessable.

None of the shares of Common Stock shall be entitled to any preference over any other shares of such stock. The Common Stock shall be subject to all of the powers, rights and preferences of each series of the Preferred Stock as such may, from time to time, be established by resolution of the Board of Directors. Subject to the provisions of this Article V with respect to the Preferred Stock, such divi-

dends, payable in cash, stock or otherwise, as may be determined by the Board of Directors, may be declared and paid on the Common Stock from time to time out of funds lawfully available therefor. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after such preferential rights, if any, upon liquidation as are possessed by holders of shares of any series of Preferred Stock shall have been satisfied, the remaining net assets of the Corporation shall be distributed pro rata to the holders of shares of the Common Stock and the holders of shares of any series of the Preferred Stock that do not possess preferential rights upon such liquidation, dissolution or winding up.

The Board of Directors of the Corporation is authorized to issue shares of Preferred Stock from time to time in one or more series for such consideration as it may determine; to fix or alter the voting powers, designations, preferences and rights, including, but not limited to, dividend rights, conversion rights and terms of redemption (including sinking fund provisions), redemption prices and liquidation preferences, or any of them, as to unissued series of shares of Preferred Stock; and to fix the number of shares constituting any such series and designation thereof, or any series subsequent to the issue of shares of that series, but not below the number of shares of such series then outstanding. In case the number of shares of such series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series."

IN WITNESS WHEREOF, the president of the Corporation has executed and submitted this instrument this 29 day of July, 2002.



Rodney J. Rose