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Division of Corporations

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BASIC AMENDMENT

CANDI APPLE INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$43.75

Amendment
06/13/03

(H03000213529 8)

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

CANDI APPLE INC.

(present name)

P02000115648

(Document Number of Corporation)

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Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article II - The principal place of business address shall be
240 Worth Avenue, 224-246 Worth Avenue, Palm Beach, FL 33480

The mailing address of the corporation shall be
P.O. Box 2803, Palm Beach, FL 33480

Article III - The purpose or purposes for which this corporation is organized are:

- a. To operate a café and a catering company and to engage in any lawful business activity permitted under the laws of the State of Florida.
- b. To acquire by purchase, exchange, gift bequest, subscription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange or otherwise dispose of or deal in or with its own corporate securities or stock or other securities, including without limitations, any shares of stock, bonds, debentures, notes, mortgages, or other instruments representing rights or interests therein or any property or assets created or issued by any person, firm, association or corporation, or any government or subdivisions, agencies or instrumentalities thereof; to make payment therefor in any lawful manner or to issue in exchange therefor its own securities or to use its unrestricted or unreserved earned surplus for the purchase of its own shares, and to exercise as owner or holder or any securities, any and all rights, powers and privileges in respect thereof.

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- c. To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for the protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation.
- d. The foregoing clauses shall be construed both as purposes and powers, and shall not be held to limit or restrict in any manner for the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the Laws of the State of Florida; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

Article V - The name and Florida street address of the registered agent is:

Michael K. Phillips
240 Worth Avenue
224-246 Worth Avenue
Palm Beach, FL 33480

Article VII - The number of directors constituting the Board of Directors of this Corporation is two (2). The name and address of these persons to serve as Directors until the first annual meeting of shareholders, or until their successor is elected and qualify, are:

Michael K. Phillips	and	Andrea Russo
P.O. Box 2803		P.O. Box 2803
Palm Beach, FL 33480		Palm Beach, FL 33480

Article VIII - The Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

Article IX - The name and address of the Officers of the corporation as follows:

Michael K. Phillips	President
P.O. Box 2803	
Palm Beach, FL 33480	
Andrea Russo	Vice-President/Secretary/Treasurer
P.O. Box 2803	
Palm Beach, FL 33480	

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Article X - The duration of this corporation is perpetual.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

Article IV - The aggregate number of shares which this corporation shall have authority to issue is 1,000 share of common voting stock at \$1.00 par value per share. Fully-paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation or any particular time. To the extent consideration in excess of the par value of such shares, if any, is received for such shares, such excess consideration shall constitute capital shares.

THIRD: The date of each amendment's adoption: Nov 16, 2002.

FOURTH: Adoption of Amendment(s) (Check One)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

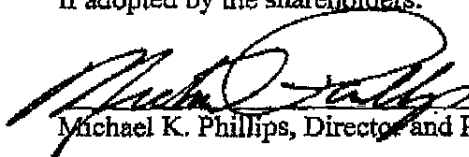
"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(Voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 16th day of November, 2002.

Signature(s) by the chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders:


Michael K. Phillips, Director and President

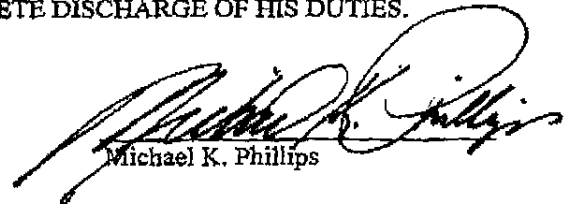

Andrea Russo, Director and Vice-President

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ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF AMENDMENT TO ARTICLES OR INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED this 16th day of November 2002.


Michael K. Phillips