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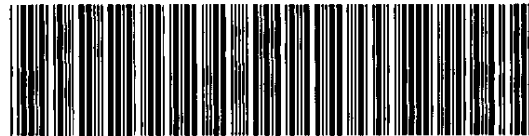
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TALLAHASSEE, FLORIDA
10 JUL 16 PM 12:17

Art Share
Exchange
@ 7/16/10

ANDREW I. TELSEY, P.C. Attorney at Law

12835 E. Arapahoe Road, Tower One, Penthouse #803, Englewood, Colorado 80112
Telephone: 303/768-9221 – Facsimile: 303/768-9224 – e-mail: aitelsey@cs.com

July 13, 2010

TO: Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: Famous Products, Inc., a Colorado corporation ("Acquiring Corporation")
Grass Roots Beverage Company, Inc., a Florida corporation ("Acquired Corporation")

The enclosed Articles of Share Exchange are submitted for filing. An additional copy is enclosed for return of a certified copy.

Please return all correspondence concerning this matter to the following:

Andrew I. Telsey
Andrew I. Telsey, P.C.
12835 E. Arapahoe Road
Tower One, Penthouse #803
Centennial, CO 80112

E-Mail: andrew@telseylaw.com

For further information concerning this matter, please call:

Darlene D. Kell (Legal Assistant) at (303) 768-9221.

☒ Certified Copy (\$8.75 included in payment)

Our check in the amount of \$78.75 payable to the Florida Department of State is enclosed herewith.

Yours very truly,

ANDREW I. TELSEY, P.C.



Darlene D. Kell
Legal Assistant

Enclosures

ARTICLES OF SHARE EXCHANGE
(Profit Corporations)

The following articles of share exchange are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1102, Florida statutes.

First: The name and jurisdiction of the **acquiring** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/applicable)
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<u>Famous Products, Inc.</u>	<u>Colorado</u>	
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Second: The name and jurisdiction of each **acquired** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/applicable)
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<u>Grass Roots Beverage Company, Inc.</u>	<u>Florida</u>	<u>P06000072711</u>
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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
10 JUL 16 PM 12:17

Third: The Plan of Share Exchange is attached.

Fourth: The share exchange shall become effective on the date the Articles of Share Exchange are filed with the Florida Department of State.

Fifth: The Plan of Share Exchange was adopted by the Board of Directors of the acquiring corporation on July 2, 2010, and shareholder approval was not required.

Sixth: The Plan of Share Exchange was adopted by the shareholders of the acquired corporation on July 2, 2010.

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name
of Individual & Title

FAMOUS PRODUCTS, INC.

John Quam, President

**GRASS ROOTS BEVERAGE
COMPANY, INC.**

Darren Marks, President

ARTICLES OF SHARE EXCHANGE
(Profit Corporations)

The following articles of share exchange are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1102, Florida statutes.

First: The name and jurisdiction of the **acquiring** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/applicable)
<u>Famous Products, Inc.</u>	<u>Colorado</u>	<u></u>

Second: The name and jurisdiction of each **acquired** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/applicable)
<u>Grass Roots Beverage Company, Inc.</u>	<u>Florida</u>	<u>P06000072711</u>


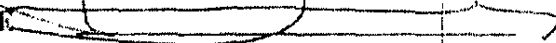
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Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
FAMOUS PRODUCTS, INC.		John Quam, President
GRASS ROOTS BEVERAGE COMPANY, INC.		Darren Marks, President

PLAN OF SHARE EXCHANGE

The following plan of share exchange is submitted in compliance with Section 607.1102, Florida Statutes.

First: The name and jurisdiction of the **acquiring** corporation:

Name

Jurisdiction

Famous Products, Inc.

Colorado

Second: The name and jurisdiction of the **acquired** corporation:

Name

Jurisdiction

Grass Roots Beverage Company, Inc.

Florida

Third: The terms and conditions of the share exchange are as follows:

Famous Products, Inc., a Colorado corporation, will acquire all of the issued and outstanding shares of Grass Roots Beverage Company, Inc., a Florida corporation upon the following terms and conditions:

A. The consideration for the acquisition of all of the issued and outstanding shares of the acquired corporation, is thirty one million (31,000,000) shares of the acquiring corporation;

B. Upon the effective date, the acquired corporation will continue to have all right, title and interest in and to substantially of the operating assets used or usable, directly or indirectly, in whole or in part, in connection with the business of the acquired corporation, including all inventories, intellectual property, contracts and agreements, equipment, and all legally assignable governmental permits and certain documents containing technical support and other information pertaining to the operation of the acquired corporation.

C. The acquired corporation will continue to be subject to, as of and after the closing date, only those liabilities and obligations arising (i) in connection with the operation of the acquired corporation before the closing date and (ii) after the closing date in connection with the performance by the acquired corporation of the contracts and agreements associated with the acquired corporation. Any and all local, state and federal taxes and any fines, levies or liens of any nature due and owing at the effective date will be the sole obligation of the shareholders of the acquired corporation.

D. The existing President, Chief Executive Officer, Treasurer and Secretary of the acquired corporation prior to the effective date shall be the President, Chief Executive Officer, Treasurer and Secretary of the acquired corporation following the effective date, and such person shall serve in such offices for the terms provided by law, or until his respective successor is elected and qualified.

E. The Articles of Incorporation of the acquiring corporation and the acquired corporation as they exist on the effective date shall be the Articles of Incorporation of the acquiring corporation and the acquired corporation unless and until the same shall thereafter be amended or repealed in accordance with the laws of the State of Colorado and the State of Florida.

F. The Bylaws of the acquiring corporation and the acquired corporation as they exist on the effective date shall be the Bylaws of the acquiring corporation and the acquired corporation

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the acquiring corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the acquiring corporation or any other corporation or, in whole or in part, into cash or other property are as follows:

Upon the effective date, each issued and outstanding share of Grass Roots Beverage Company, Inc. and all rights in respect thereto shall be converted into the right to receive an aggregate of thirty one million (31,000,000) shares of Famous Products, Inc., a Colorado corporation.

The acquired corporation does not have any outstanding rights to acquire shares, obligations, or other securities which are convertible into rights to acquire shares, obligations, or other securities of the acquiring corporation.