



THE UNITED STATES
CORPORATION
COMPANY

P94000032193

ACCOUNT NO. : 072100000032

REFERENCE : 126905 5021572

AUTHORIZATION :

Patricia Pigott

COST LIMIT : \$ 52.50

ORDER DATE : February 8, 1999

ORDER TIME : 2:44 PM

ORDER NO. : 126905-005

CUSTOMER NO: 5021572

CUSTOMER: Ms. Fontayne Willis
Grocock & Abramson
Suite 200
126 East Jefferson Street
Orlando, FL 32801

400002770854--0

DOMESTIC AMENDMENT FILING

NAME: ARCHIBALD BROS. FINE
BEVERAGES, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 FEB -9 PM 4: 14

FILED

DIVISION OF CORPORATION

99 FEB -9 PM 3: 57

RECEIVED

See 2/10

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
ARCHIBALD BROS. FINE BEVERAGES, INC.**

FILED
99 FEB -9 PM 4:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Archibald Bros. Fine Beverages, Inc., a Florida corporation, hereby amends its Articles of Incorporation as follows:

1. Article III of the Articles of Incorporation is amended in its entirety to read as follows:

"ARTICLE III - CAPITAL STOCK

The authorized capital stock of this corporation and the maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 100,000,000 shares of common stock having a par value of \$.0001 per share.

The consideration to be paid for each share shall be fixed by the board of directors, and such consideration may consist of any tangible or intangible property or benefit to the corporation, with a value, in the judgment of the board of directors, deemed appropriate."

2. Each share of the corporation's common stock (designated as series A through D), no par value, outstanding on the effective date of these Articles of Amendment shall, without any action on the part of the holder thereof, be converted into one share of common stock of the corporation, \$.0001 par value per share.

3. The foregoing Amendment was adopted on February 8, 1999, by the corporation's Board of Directors and was approved by the shareholders of the corporation by written consent pursuant to Section 607.0704 of the Florida Statutes. The number of votes cast by the shareholders for the Amendment was sufficient for approval by the shareholders.

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

Dated this 8th day of February, 1999.

ARCHIBALD BROS. FINE BEVERAGES, INC.

By: _____

Eric R. Miller, President