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March 4, 1999

Secretary of State
Division of Corporations
409 Gaines Street
Tallahassee, FL 32399

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-03/26/99-01093--002

*****43.75 *****43.75

Re: Couture-Allen International, Inc.
Our File No. 3018.001

Dear Sir/Madam:

Enclosed please find the original Articles of Amendment of Couture-Allen International, Inc. Please take note that part of the Amendment is a name change from Couture-Allen International, Inc. to "C-Brand Tropicals, Inc." Enclosed please find a check in the amount of \$43.75 as the filing fee. Please return a certified copy of the Articles of Amendment for my records.

Feel free to call the above number if you have any questions or comments.

Very truly yours,

Claudio Riedi, Esq.

CR/hb
encl.

FILED
99 MAR 26 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TLU MAR 29 1999

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

COUTURE-ALLEN INTERNATIONAL, INC.

FILED
99 MAR 26 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST: Amendment adopted:

A. Resolved that Article I of the Articles of Incorporation be, and the same hereby is, deleted in its entirety and the following be, and hereby is, adopted in substitution therefor:

ARTICLE I

NAME

The name of the corporation shall be:

C-BRAND TROPICALS, INC.

and its mailing address is P.O. Box 700 248, Goulds, FL 33170.

B. Further Resolved that Article VIII of the Articles of Incorporation be, and the same hereby is, deleted in its entirety and the following be, and hereby is, adopted in substitution therefor:

ARTICLE VIII

VOTING REQUIREMENTS FOR SHAREHOLDERS

The affirmative vote of the holdres of fifty-one percent (51%) of the aggregate issued and outstanding shares of capital stock of the Corporation shall be required for any of the following actions of the Corporation:

- (a) Any amendment to these Articles of Incorporation or the Bylaws of the Corporation;
- (b) The issuance of any capital securities by the Corporation;
- (c) The sale of all or a substantial portion of the Assets or business of the Corporation;
- (d) Approval of any annual budgets or business plans;

- (e) Making any expenditure or incurring any obligation by or on behalf of the Corporation involving a sum in excess of \$10,000 (whether lump sum or installment), unless set forth in the annual budget;
- (f) Institution of any legal action or engaging any accountant or auditor to render services to the Corporation;
- (g) Approval of salaries, raises, bonuses, commissions, and awards (collectively, "Compensation") of employees of the Corporation which result in a change in Compensation of more than \$10,000 to any employee;
- (h) Acquisition of any corporation, business or entity;
- (i) Any merger, consolidation or other transaction which would materially change or result in a material change in the ownership structure of the Corporation;
- (j) The liquidation, dissolution or winding up of the business and affairs of the Corporation; or
- (k) The removal of any director of the Corporation.

C. Further Resolved that Article X of the Articles of Incorporation be, and the same hereby is, deleted in its entirety and the following be, and hereby is, adopted in substitution therefor:

ARTICLE X

AMENDMENTS TO ARTICLES OF INCORPORATION

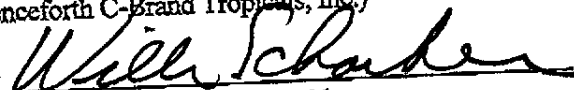
The amendment of any provision of these Articles of Incorporation shall occur only upon the approval of the holders of at least fifty-one percent (51%) of the votes attributable to the aggregate issued and outstanding shares of capital stock of the Corporation.

SECOND: The amendments were approved by the shareholders on the 12th day of February, 1999. The number of votes cast for the amendments was sufficient for approval.

Signed this 26 day of February, 1999.

Couture-Allen International, Inc.
(henceforth C-Brand Tropicals, Inc.)

By


William Schaefer, President