

P94000072441

BAUR, KLEIN, MATOS & RIEDI, P.A.
Attorneys at Law

Thomas Baur, J.D., M.C.L., J.C.B.
*Admitted in Florida and in the
Federal Republic of Germany
Board Certified in International Law*

Christopher J. Klein, J.D.

Karin L. Matos, J.D.

Claudio Riedi, J.D.

Vivian Volker, J.D.

Norma Brenne Vincent, J.D.

Of Counsel:

David S. Berger, J.D.
Board Certified in Immigration Law

Jeffrey A. Bernstein, J.D.

Rebecca M. Miller, J.D.

Margarita P. Muñia, J.D., LL.M., CPA
Board Certified in Taxation

Prof. William H. Newton, III, J.D.

Gudrun M. Nickel, J.D.
Admitted in FL, IL, KS, & MT

Michael Rosenberg, J.D., LL.M., CPA
*Board Certified in Taxation
Admitted in N.Y., PA & FL*

Dale F. Webner, J.D.

21st Floor - New World Tower
100 North Biscayne Boulevard
Miami, Florida 33132-2306
Telephone: (305) 377-3561
Direct Line: (305) 377-1895
Fax: (305) 371-4380
www.worldwidelaw.com
criedi@worldwidelaw.com

NAPLES OFFICE: (*Reply to Miami Office*)
350 Fifth Avenue South - Suite 200
Naples, Florida 34102
Telephone: (941) 434-0046

November 13, 2000

Department of State
P.O. Box 6327
Tallahassee, FL 32314

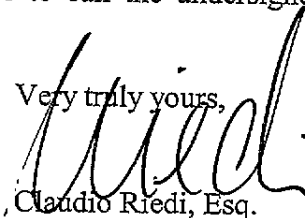
300003470603--3
-11/20/00--01116--008
*****35.00 *****35.00

Re: Articles of Amendment for C-Brand Tropicals, Inc.
Our File No. 3018-001

Dear Ladies and Gentlemen:

Enclosed please find the original and one copy of the Articles of Amendment to Articles of Incorporation of C-Brand Tropicals, Inc. Please record same in your records. We are also including for you a check in the amount of \$35.00 for the amendment fees as well as a stamped, self-addressed envelope in which we ask you to send us the acknowledgment of the amendment. Please do not hesitate to call the undersigned if you have any questions or comments.

Very truly yours,



Claudio Riedi, Esq.
BAUR, KLEIN, MATOS & RIEDI, P.A.

CR/kl
Enclosure

Amend

T. LEWIS NOV 29 2000

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

C-Brand Tropicals, Inc.

FILED
00 NOV 20 AM 10:37
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. 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 holders of eight-six percent (86%) 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. 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

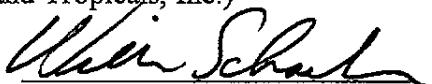
The amendment of any provision of these Articles of Incorporation shall occur only upon the approval of the holders of at least eighty-six percent (86%) of the votes attributable to the aggregate issued and outstanding shares of capital stock of the Corporation.

SECOND: The amendments were approved by the shareholders on the 29th day of Oct, 2000. The number of votes cast for the amendments was sufficient for approval.

Signed this 29th day of October, 2000.

C-Brand Tropicals, Inc.)

By:



William Schaefer, President