



THE UNITED STATES
CORPORATION
COMPANY

P94000087500

ACCOUNT NO. : 072100000032

REFERENCE : 011717 4809065

AUTHORIZATION :

Patricia P. [Signature]

COST LIMIT : \$ 52.50

ORDER DATE : October 28, 1998

ORDER TIME : 10:24 AM

ORDER NO. : 011717-005

CUSTOMER NO: 4809065

700002674387--5

CUSTOMER: Ms. Anne W. Marculewicz
Venable Baetjer And Howard
1800 Mercantile Bank & Tr Buil
2 Hopkins Plaza
Baltimore, MD 21201-2978

DOMESTIC AMENDMENT FILING

NAME: NORTHLAND BEVERAGE CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPIES (2)

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

FILED
98 OCT 28 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

See 10/28

See 10/28

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
NORTHLAND BEVERAGE CORPORATION**

FILED
98 OCT 28 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned President of Northland Beverage Corporation, a Florida corporation (the "Corporation"), does hereby submit the following Articles of Amendment to the Articles of Incorporation of the Corporation, which were adopted pursuant to Section 607.1003 of the Florida Business Corporation Act:

FIRST: The name of the corporation is Northland Beverage Corporation.

SECOND: The Articles of Incorporation of the Corporation are hereby amended by deleting Article 6 in its entirety and by inserting the following in lieu thereof (the "Amendment"):

"The Corporation shall have authority to issue fifty million (50,000,000) shares of common stock, par value one cent (\$0.01) per share ("Common Stock") and seven hundred fifty (750) shares of Series A Preferred Stock, par value \$.01 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. The Board of Directors, by adoption of an amendment to the Articles of Incorporation, may fix in whole or part, the preferences, limitations and relative rights of the Series A Preferred Stock.

THIRD: The Amendment was approved by the Board of Directors at a duly convened meeting on July 6, 1998, and adopted by the holders of the Common Stock of the of the Corporation (the "Shareholders") at a duly convened Annual and Special Meeting of Shareholders on July 20, 1998. The number of votes cast for such amendment by the Shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned hereby subscribes his name this 27th day of October, 1998.

NORTHLAND BEVERAGE CORPORATION

By: _____

Kurt W. Krause
President