

SIMONS & SEELEY, P.A.  
ATTORNEYS AT LAW

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MADEIRA BEACH, FL 33708

ROXANN D. SEELEY  
JEAN R. SIMONS

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November 3, 1998

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

400002681144--4  
-11/05/98--01051--016  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: Winemakers Pantry, Inc.

To Whom It May Concern:

Enclosed is an original Articles of Amendment of Winemakers Pantry, Inc. , wherein the corporation wishes to change its name to "Beer and Winemakers Pantry, Inc."

Please file the Articles of Amendment for the name change to take effect as of January 1, 1999, and forward proof of filing to this office. Our firm's check in the amount of \$35.00 is enclosed to cover your fee.

If you have any questions regarding the enclosed, please feel free to give me a call.

Sincerely yours,

SIMONS & SEELEY, P.A.

ROXANN D. SEELEY

*Roxann D. Seeley*

EFFECTIVE DATE  
1-1-99

NC  
11-6-98  
DAS

RDS\jhj  
Enclosures  
c: J. Bruce Myers

P94000093430

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILED

ARTICLES OF AMENDMENT OF  
WINEMAKERS PANTRY, INC.

FILED

98 NOV -5 PM 3:56

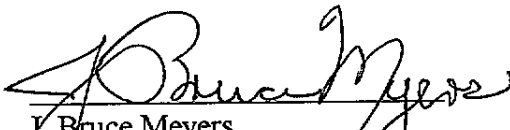
1. The name of the above corporation is hereby amended to:


SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Beer and Winemakers Pantry, Inc.**

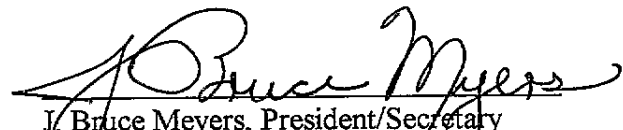
2. The date of adoption of the amendment by the shareholders is October 13, 1998.
3. The effective date of the amendment is January 1, 1999.
4. The corporation has issued common stock and all shareholders thereof approve this amendment and indicate their approval by signing their names hereto.


**STOCKHOLDERS**

  
J. Bruce Meyers

  
Darlene Myers

**OFFICERS**

  
J. Bruce Meyers, President/Secretary

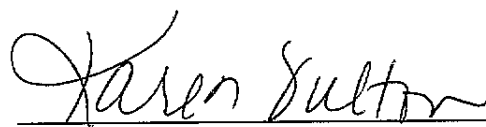
  
Darlene F. Myers, Vice President/Treasury

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, authorized to administer oaths, appeared J. BRUCE MYERS and DARLENE F. MYERS, who produced Florida Driver's License #'s M620 462371400 and M62016337783 as identification, and/or who are known to me to be the persons described in the above Articles of Amendment, and they did freely and voluntarily acknowledge before me that said document was executed for the uses and purposes therein described.

IN WITNESS THEREOF, I have hereunto set my hand and seal this 29 day of October 1998.

**EFFECTIVE DATE**  
1-1-99

  
NOTARY PUBLIC KAREN FULTON  
My Commission Expires



KAREN FULTON  
MY COMMISSION # CC418885 EXPIRES  
December 26, 1998  
BONDED THRU TROY FAIR INSURANCE, INC.