

LAW OFFICES OF

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December 28, 1998

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

RE: M & M Ice Cream II, Inc.
Our File No. 7738.04.6.000

800002731768--6
-01/06/99--01041--012
*****87.50 *****43.75

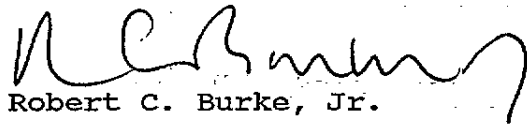
Gentlemen:

Enclosed please find original and photocopy of Articles of Amendment of Articles of Incorporation regarding the above referenced corporation.

Further enclosed is a check in the amount of \$87.50 to cover the cost of the filing fee. Please return a certified copy of the Articles of Amendment of Articles of Incorporation after filing.

Sincerely,

KIMPTON, BURKE, WHITE & HEIDEN, P.A.


Robert C. Burke, Jr.

RCB/cg
Enclosures

cg:98secr03.ltr

Amend

VS JAN 14 1999

FILED
99 JAN -6 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
99 JAN -6 PM 3: 18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
M & M ICE CREAM II, INC.

M & M ICE CREAM II, INC., a Florida corporation, under its corporate seal in hand of its President and Secretary, FRANK MANELLA, hereby certifies that:

1. The Board of Directors of said corporation, at a meeting called and held on the 1st day of September, 1998, adopted the following resolution:

BE IT RESOLVED by the Board of Directors of M & M ICE CREAM II, INC., a Florida corporation, that the Articles of Incorporation be amended, changed, and altered, adding an additional article, Article IX, as follows:

ARTICLE IX. SHAREHOLDER ACTION

An affirmative vote of more than sixty (60%) percent of the issued and outstanding shares of the corporation shall be required for any shareholder action.

2. The meeting of the shareholders of the corporation called by the Board of Directors as aforesaid, was held on the 1st day of September, 1998, and at said special meeting of the shareholders, said amendment to the Articles of Incorporation was duly adopted by the unanimous vote of all shareholders.

IN WITNESS WHEREOF, said corporation has caused this Amendment to be filed in its name by its President and its corporate seal to

be affixed and attested by its Secretary on this 1st day of
September, 1998.

M & M ICE CREAM II, INC.

By: Frank Manella
Frank Manella, President

Attest:

Frank Manella
Frank Manella, Secretary

(Corporate Seal)

STATE OF FLORIDA)
COUNTY OF PINELLAS)

I, an officer authorized to take acknowledgements according to the laws of the State of Florida, duly qualified and acting, hereby certify that Frank Manella as President and Secretary of M & M ICE CREAM II, INC., to me (X) personally known or who () produced a Florida driver's license as identification, this date acknowledged before me that he executed the foregoing Articles of Amendment of Articles of Incorporation of M & M Ice Cream II, Inc., as such officers of said corporation and he affixed the official seal of said corporation; and I further certify that I know the said person making said acknowledgement to be the individual described in and who executed said Amendment.

IN WITNESS WHEREOF, I hereunto set my hand and official seal at Clearwater, said County and State this 1st day of September, 1998.



R. C. Burke, Jr.
MY COMMISSION # CC634981 EXPIRES
July 7, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

R. C. Burke, Jr.
Name: _____
Notary Public, State of Florida
Serial No: _____
Commission Expires: _____

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