

CAPITAL CONNECTION

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BASIC AMENDMENT

PERFORMANCE BRANDS, INC.

Certificate of Status	0
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Page Count	02
Estimated Charge	\$35.00

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Capital Connection, Inc.

Amendment

12/12/01

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PERFORMANCE BRANDS, INC.**

(Document No. P95000073010)

Pursuant to the provisions of Section 607.1006, Florida Statutes, PERFORMANCE BRANDS, INC., a Florida corporation (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Article III of the Corporation's Articles of Incorporation have been amended to read as follows:

CAPITAL STOCK:

The number of shares that this Corporation is authorized to have outstanding at any one time is one hundred thousand (100,000) shares of common stock having a par value of one dollar (\$1.00) per share. The shares of the Corporation shall not be divided into classes.

SECOND: Article VII of the Corporation's Articles of Incorporation has been added to read as follows:

PREEMPTIVE RIGHTS:

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for a pro rata portion of:

(1) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the articles of incorporation as originally filed or by any amendment of the articles of incorporation or out of shares of stock of the corporation acquired by it after issuance and whether issued for cash, promissory notes, services, property, or other securities of the corporation; or

(2) Any obligations that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

(3) Shares issued as compensation to directors, officers, agents, or employees of the corporation or its subsidiaries or affiliates.

(4) Shares issued to satisfy conversion or option rights created to provide compensation to directors, officers, agents, or employees of the corporation or its subsidiaries or affiliates.

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(5) Shares authorized in the articles of incorporation that are issued within six months from the effective date of incorporation and any amendments thereto.

(6) Shares sold otherwise than for money.

THIRD: Article VI of the Corporation's Articles of Incorporation have been amended to read as follows:

INITIAL BOARD OF DIRECTORS:

The name and address of each member of the Board of Directors and Officer of the Corporation is:

Stacy Kaufman Director/President/Treasurer
859 Shotgun Road, Sunrise, Florida 33328

Cathy Kaufman Director/VicePresident
959 Shotgun Road, Sunrise, Florida 33328

Jaimie Kaufman Director/Second VicePresident/Secretary
959 Shotgun Road, Sunrise, Florida 33328

FOURTH: The date of the amendment's adoption: December 1, 2001.

FIFTH: The foregoing amendment was approved by a majority of the shareholders of the Corporation by written consent and proper notice was give pursuant to Section 607.0704 of the Florida Statutes. The number of votes cast for the amendment was sufficient for approval. There were no voting groups entitled to vote separately on the amendment.

IN WITNESS WHEREOF, Performance Brands, Inc. has caused these Articles of Amendment to be signed by its President this 1st day of November, 2001.

PERFORMANCE BRANDS, INC.,
a Florida corporation

By 
Stacy Kaufman, President

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