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November 1, 2000

Secretary of State  
Bureau of Corporate Records  
Attention: Corporations Division  
Post Office Box 6327  
Tallahassee, Florida 32314

400003453614--0  
-11/06/00--01113--005  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Articles of Amendment to Articles of Incorporation of Xtreme Juice, Inc.  
Effective Date: Date of Filing

Dear Sir or Madam:

In connection with the amendment of the Articles of Incorporation of the above corporation, I have enclosed the following:

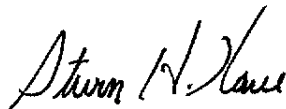
1. Two signed Articles of Amendment to Articles of Incorporation of Xtreme Juice, Inc., which provides for an increase in the number of authorized shares of common stock.

2. A check in the amount of \$35.00 payable to the Department of State to cover the filing fee.

Please endorse your approval of the Articles of Amendment to Articles of Incorporation on the additional signed copy of the Articles of Amendment and return the docketed copy to me.

Please contact me if you have any questions or need additional information.

Sincerely,  
KANE AND KOLTUN  
ATTORNEYS AT LAW



Steven H. Kane

SHK:ki  
Enclosures  
cc: Mr. Scott Claussen

*Amend*

V. SHEPARD NOV 16 2000

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
NOV-6 AM 9:14

**ARTICLES OF AMENDMENT TO  
THE ARTICLES OF INCORPORATION  
OF XTREME JUICE, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 NOV -6 AM 9:34

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

**Article I - Name**

The name of the corporation is Xtreme Juice, Inc. (hereinafter referred to as the "Corporation").

**Article II - Adoption and Text of Amendments**

All of the directors of the Corporation approved a resolution amending Article III of the Articles of Incorporation by written consent dated the 23<sup>RD</sup> day of AUGUST, 2000, in accordance with the provisions of Section 607.0821 of the Florida Statutes, and all of the shareholders of the Corporation approved the resolution amending Article III of the Articles of Incorporation by written consent dated the 23<sup>RD</sup> day of AUGUST, 2000, in accordance with the provisions of Section 607.0704 of the Florida Statutes. The following is a true and correct copy of the resolution amending Article III of the Articles of Incorporation:

**"RESOLVED**, that Article III of the Articles of Incorporation of the Corporation be amended in its entirety to read as follows:

**III - CAPITAL STOCK**

The maximum number of shares of common stock that this Corporation is authorized to issue and have outstanding at any one time is One Hundred Thousand (100,000), each such share to have a par value of one cent (\$.01).

The holder of each share of common stock of this Corporation shall be entitled to one (1) vote for each share standing in his, her or its name at any and all meetings of the shareholders of this Corporation.

**Article III - Effective Date of Amendment**

The effective date of the amendment to the Articles of Incorporation of the Corporation set forth herein will be as of the date of filing the Articles of Amendment to the Articles of Incorporation with the Secretary of State of the State of Florida.

Dated this 23<sup>rd</sup> day of August, 2000.

Attest: Matt Clawson  
MATT CLAWSON, Secretary

By: Scott Clausen  
SCOTT CLAUSSEN, President