

P960000000249

J. HOWARD SHEFFIELD, P. A.
ATTORNEYS AT LAW

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SCOTT R. BOATRIGHT

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550-15 WELLS ROAD
ORANGE PARK, FLORIDA 32073
TELEPHONE: (904) 264-4700
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REPLY TO: Baymeadows Road

November 13, 1997

VIA UPS NEXT DAY AIR

Department of State
Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

600002356196--6
-11/25/97-01002-019
*****35.00 *****35.00

RE: Amendment to Articles for Premier Foods of Bruton, Inc.

Dear Sirs:

Enclosed please find original and one copy of Certificate of Amendment to Articles of Incorporation of Premier Foods of Bruton, Inc. and check in the amount of \$35.00 for the filing fee.

Thank you for your assistance.

Very truly yours,

Susan Foster

P. Susan Foster
Secretary to J. Howard Sheffield

/sf
Enclosures

1st check
dated 11/13/97
returned
(sf)

Amend
SF 11/20/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 19 PM 1:56



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 18, 1997

P. Susan Foster
J. Howard Sheffield, P.A.
4209 Baymeadows Road, Suite 4
Jacksonville, FL 32217

SUBJECT: PREMIER FOODS OF BRUTON, INC.
Ref. Number: P96000000249

We have received your document for PREMIER FOODS OF BRUTON, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Per our phone conversation, this corporation has only filed original articles of incorporation and no restated or amended and restated articles have been filed. Please retitle the document Articles of Amendment to the Articles of Incorporation and also make the correction in Paragraph SECOND.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 297A00055204

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November 18, 1997

VIA UPS NEXT DAY AIR

Department of State
Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

ATTN: Ms. Susan Payne

RE: Amendment to Articles for Premier Foods of Bruton, Inc.
and Articles of Incorporation of Angelworks of
Jacksonville, Inc.

Dear Ms. Payne:

Thank you for your telephone call of today. I have prepared new Articles of Amendment for Premier Foods of Bruton, Inc. and I have prepared new Articles of Incorporation for Angelworks of Jacksonville, Inc. Enclosed please find original and one copy of Amendment to Articles of Incorporation of Premier Foods of Bruton, Inc. together with check in the amount of \$35.00 for the filing fee. Also enclosed please find original and one copy of Articles of Incorporation for Angelworks of Jacksonville, Inc. together with check in the amount of \$122.50. If you kept the checks for \$35.00 and \$122.50, please return the enclosed checks to me in the prepaid, self-addressed envelope which I have also provided.

I appreciate your assistance in this matter. If you have any further questions, please let me know.

Very truly yours,

Susan Foster

P. Susan Foster
Secretary to J. Howard Sheffield

/sf
Enclosures

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PREMIER FOODS OF BRUTON, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 19 PM 1:56

PREMIER FOODS OF BRUTON, INC., a Florida corporation, pursuant to the authority contained in Section 607.1006, Florida Statutes (1995), the undersigned President and Secretary of the corporation, hereby files these Articles of Amendment setting forth the following:

1. The name of the corporation is **PREMIER FOODS OF BRUTON, INC.**;
2. By all necessary and appropriate action of the directors and shareholders of the Corporation, Article IV of the Corporation's Articles of Incorporation is hereby amended to read in its entirety as follows:

ARTICLE IV - CAPITAL STOCK

The Corporation shall be authorized to issue 1,000,000 shares of all classes, consisting of (i) 950,000 shares of Common Stock, no par value (the "Common Stock"), and (ii) 50,000 shares of Nonvoting Preferred Stock, \$.01 par value (the "Preferred Stock").

Of the Preferred Stock, all shares shall be designated as "Series A Preferred Stock." The Series A Preferred Stock shall have the following designations, preferences, and other rights:

1. Dividends. (a) The holders of the Series A Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors but only out of funds legally available therefor, cumulative cash dividends at the rate specified in Section 1(b) below, and no more, payable not later than 45 days after the end of each fiscal quarter of the Corporation, commencing with the end of the fiscal quarter during which the first share of Series A Preferred Stock is initially issued. Such dividends shall be subject to proportional adjustment if dividends are payable for any part of a fiscal quarter. So long as any share of Series A Preferred Stock remains outstanding no dividend or other distribution shall be paid or declared on any shares of Common Stock of the Corporation, other than dividends payable in shares of Common Stock of the Corporation, unless all cumulative dividends on the Series A Preferred Stock shall have been paid or declared in and set apart for payment. Subject to the foregoing and not otherwise, such dividends (payable in cash, stock or otherwise) as may be determined by the Board of Directors may be declared and paid on the Common Stock from time to time out of any funds legally available therefor, and the Series A Preferred Stock shall not be entitled to participate in any such dividends or distributions whether payable in cash, stock or otherwise.

(b) Cumulative dividends shall be payable at a quarterly rate per share upon the Series A Preferred Stock in an amount equal to \$.045 per share.

2. Liquidation.

(a) Upon a liquidation (as defined below), after payment or provision for payment of the debts and other liabilities of the Corporation, all amounts which the holders of any class of capital stock ranking senior to the Series A Preferred Stock shall be entitled to receive upon such Liquidation, the holders of Series A Preferred Stock shall be entitled to receive, out of the remaining assets of the Corporation available for distribution to its stockholders, with respect to each share of Series A Preferred Stock an amount (the "Preference Amount") equal to the sum of (i) \$100,000.00 and (ii) all accrued but unpaid dividends payable with respect to such share under Section 1, before any distribution shall be made to the holders of the Common Stock or any other class of capital stock of the Corporation ranking junior to the Series A Preferred Stock. If upon any Liquidation the assets of the

Corporation available for distribution to its stockholders shall be insufficient to pay the holders of Series A Preferred Stock the full Preference Amounts to which they shall be entitled, the holders of Series A Preferred Stock shall share pro rata in any distribution of assets in accordance with such full Preference Amounts.

(b) "Liquidation" means voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, other than any dissolution, liquidation or winding up in connection with any reincorporating of the Corporation in another jurisdiction.

3. Voting Rights.

The holders of Series A Preferred Stock shall only have the voting rights provided by law and/or in Section 5 below.

4. Covenants.

(a) So long as any shares of Series A Preferred Stock shall be outstanding, the Corporation shall not, without first obtaining the affirmative consent or approval of the holders of at least 60% of the outstanding shares of Series A Preferred Stock, voting separately as a class:

(i) apply any of its assets to the redemption, retirement, purchase or other acquisition directly or indirectly, through subsidiaries or otherwise, of any shares of capital stock of the Corporation, or any rights, options, warrants to purchase, or securities convertible into, capital stock of the Corporation;

(ii) amend or repeal any provision of, or add any provision to, the Corporation's Certificate of Incorporation or Bylaws if such action would adversely alter or change the preferences, rights, privileges or powers of, or the restrictions provided for the benefit of, the Series A Preferred Stock;

(iii) pay or declare any dividend on any shares of capital stock of the Corporation other than Series A Preferred Stock;

(iv) create or issue any securities of the Corporation which have equity features and which rank on a parity with or senior to the Series A Preferred Stock in any respect or which have terms more favorable than those of the Series A Preferred Stock;

(v) increase the authorized number of shares of Series A Preferred Stock;

(vi) create or suffer to exist any subsidiaries other than direct or indirect wholly-owned subsidiaries; or

(vii) consummate any Corporate Transaction (as defined below) unless the holders of the Series A Preferred Stock receive, in such Corporate Transaction or as a separate payment made by the Corporation in connection with such Corporate Transaction (provided that any directors nominated by the holders of Series A Preferred Stock shall not participate in any determination with respect to any such separate payment), for each share of Series A Preferred Stock cash or Transaction Securities (as defined below) with a Market Value (as defined below) in an aggregate amount of not less than \$2.00 per share, subject in each case to equitable adjustment for any stock splits or recapitalizations that occur after the date hereof.

"Corporate Transaction" means any consolidation, merger, voluntary liquidation or voluntary dissolution of the Corporation, and any sale or other disposition by the Corporation of all or substantially all of its assets to a third party; provided that a Corporate Transaction shall not include the granting by the Corporation (or any of its subsidiaries) of a lien, mortgage, pledge, security interest or other encumbrance on any of the assets or properties of the Corporation or any of its subsidiaries.

"Transaction Securities" means the securities issued to the stockholders of the Corporation as consideration in any Corporate Transaction, provided (i) such Corporate Transaction was publicly announced at least 20 days before its consummation, (ii) such securities constitute shares of common stock of their issuer, (iii) such common stock is then listed on a national securities exchange or reported on the NASDAQ National Market, (iv) such securities are registered under the Securities Act of 1933, as amended, (v) such securities do not exceed 10% of the outstanding shares of such common stock that are not held by their issuer or any of its affiliates (as defined in Rule 405 under the Securities Act of 1933, as amended), and (vi) the issuer of such securities has a market capitalization in excess of \$5,000,000.

"Market Value" of any Transaction Security means the average daily closing or last sale price per share of common stock of the issuer of such Transaction Security, as reported on a national securities exchange or the NASDAQ National Market, for the 10 trading days preceding the consummation of the Corporate Transaction in which such Transaction Security is issued.

(b) Notwithstanding any other provisions of this Certificate of Incorporation or the Bylaws of the Corporation (and notwithstanding the fact that the lesser percentage may be specified by law, the other provisions of this Certificate of Incorporation or the Bylaws of the Corporation), and in addition to any requirement of the Laws of the State of Florida, the affirmative vote or written consent of at least 60% of the outstanding shares of Series A Preferred Stock shall be required to amend or repeal, or to adopt any provisions inconsistent with, Section 5(a) of this Article Second.

3. The effective date of this amendment shall be the date of filing with the Department of State;

4. This amendment was adopted by all of the directors and all of the shareholders of the corporation the 11th day of November, 1997 and the undersigned officers of the corporation have been duly authorized to submit these Articles of Amendment to the corporation's Articles of Incorporation to the Florida Department of State for filing in accordance with Section 607.1006 of the Florida Statutes.

IN WITNESS WHEREOF, the undersigned officers of the Corporation have executed this Amendment to Articles the 18th day of November, 1997.

PREMIER FOODS OF BRUTON, INC.

By: 

JERRY ASKER
Its President

ATTEST:

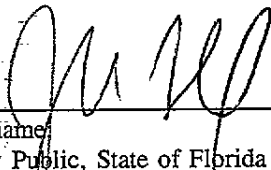
By: 

JERRY ASKER
Its Secretary

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 18th day of November, 1997 by Jerry Asker, the President and Secretary of Premier Foods of Bruton, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me.



Print name
Notary Public, State of Florida
My Commission Expires:



J. HOWARD SHEFFIELD
Notary Public, State of Florida
My Comm. Expires Sept. 30, 1998
No. CC 405416
Bonded thru Official Notary Service