



**THE UNITED STATES  
CORPORATION  
COMPANY**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000000

REFERENCE : 625955

AUTHORIZATION

*Patricia Pujate*

COST LIMIT : \$ 35.00

ORDER DATE : December 8, 1997

ORDER TIME : 10:17 AM

ORDER NO. : 625955-005

CUSTOMER NO: 4333573

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CUSTOMER: Steven R. Greenes, Esq  
Morgenthau Greenes Goldfarb &  
575 Lexington Avenue, 31st Fl.

New York, NY 10022

DOMESTIC AMENDMENT FILING

NAME: OLD FASHIONED SYRUP COMPANY,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
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Name	12/10/97
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W.P. Verifier	<i>Don</i>

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
97 DEC -9 AM 11:35  
DIVISION OF CORPORATION

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT  
OF  
OLD FASHIONED SYRUP COMPANY, INC.

To the Department of State  
State of Florida

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the corporation hereinafter named (the "Corporation") does hereby adopt the following Articles of Amendment.

1. The name of the Corporation is Old Fashioned Syrup Company, Inc.
2. Articles 10 and 11 of the Articles of Incorporation of the Corporation are hereby adopted so as henceforth to read as follows:

"ARTICLE 10 -- SHAREHOLDER QUORUM

Two-thirds of the votes entitled to be cast on a matter by a voting group constitutes a quorum of that voting group for action on that matter.


ARTICLE 11 -- SHAREHOLDER VOTING

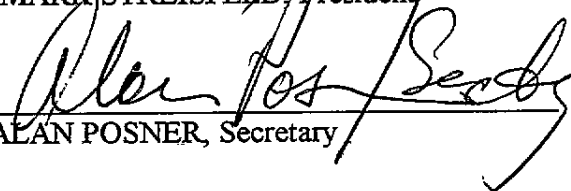
Directors are elected by the affirmative vote of two-thirds of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present. If a quorum exists, action on a matter, other than the election of directors, by a voting group is approved if at least two-thirds of the votes cast within the voting group favor the action."

3. The date of adoption of the aforesaid amendments was December 1, 1996.

4. The number of votes cast for the said amendments by the shareholders was sufficient for approval thereof.

Executed on August 28, 1997

By:   
MARK STREISFELD, President

By:   
ALAN POSNER, Secretary