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Jul 15 '97 19:29 No:010 P.08

7/15/97
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FLORIDA DIVISION OF CORPORATIONS

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((H97000011524 0))

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FAX #:

FROM: TESCHER, LIPPMAN, VALINSKY & KAIN
072164000350

CONTACT: PATRICIA FOX-BUTLER

PHONE: (954)467-1964

(954)467-2264

ACCT#

FAX #

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NAME: CLASSIC TRADITIONS, INC.

AUDIT NUMBER.....H97000011524

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 7

CERT. COPIES.....1

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Amendment
7/16/97
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Jul 15 '97 19:29 No. 010 P. 09

Fax Audit No. H97000011524

**ARTICLES OF AMENDMENT
CERTIFICATE OF DETERMINATION
OF PREFERENCES OF
PREFERRED SHARES DESIGNATED
"SERIES A 10% REDEEMABLE CUMULATIVE CONVERTIBLE
PREFERRED STOCK"
OF
CLASSIC TRADITIONS, INC.,
A Florida Corporation**

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The undersigned, Michael Couture, President, and Richard Gorham, Secretary, hereby certify that:

(i) They are the duly-elected and acting President and Secretary, respectively, of CLASSIC TRADITIONS, INC., a Florida corporation (the "Company").

(ii) Pursuant to authority given by the Company's Articles of Incorporation, the Board of Directors of this Company has duly adopted the following recitals and resolutions on July 2, 1997:

WHEREAS, the Amended and Restated Articles of Incorporation of the Company provide for a class of shares known as preferred stock, \$.0001 par value per share, issuable from time to time; and

WHEREAS, the Board of Directors of the Company is authorized to determine or alter the rights, preferences, privileges and restrictions granted to or imposed upon any wholly unissued preferred stock, to fix the number of shares constituting any such class and to determine the designation thereof, or any of them; and

WHEREAS, this Company has not heretofore issued any shares of its preferred stock; and

Fax Audit No. H97000011524
Kipnis Teschar Lippman Valinsky & Kain
One Financial Plaza, Suite 2308
Ft. Lauderdale, FL 33394
954/467-1964
Michelle Kramsieh Kain, Esq. FL BAR NO 272787

WHEREAS, the Board of Directors of the Company desires, pursuant to its authority, to determine and fix the rights, preferences, privileges and restrictions relating to a separate class of said preferred stock to be designated "Series A 10% Redeemable Cumulative Convertible Preferred Stock" totalling 250,000 shares (the "Series A Preferred Stock");

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby fixes and determines the designation of the number of shares constituting, and the rights, preferences, privileges and restrictions relating to, the Series A Preferred Stock as follows:

1. Designation and Number of Shares. The Series A Preferred Stock shall be designated "Series A 10% Redeemable Cumulative Convertible Preferred Stock" having a par value of \$.0001 per share, and the number of shares constituting the Series A Preferred Stock shall be 250,000 shares.

2. Dividend Rights. Commencing July 15, 1997, holders of shares of the Series A Preferred Stock shall accrue cash dividends at an annual rate of 10% per share out of funds legally available therefor and when and to the extent declared. Dividends shall be payable in quarterly installments on each of March 31, June 30, September 30 and December 31 for the respective three month periods ending on each such date and pro-rated for partial period commencing on the date that the indebtedness for which such Series A Preferred Stock is to be issued is extinguished and such Series A Preferred Stock is issued. Dividends on the Series A Preferred Stock shall be fully cumulative and, whether current or in arrears, shall be payable before any dividends shall be paid upon or set apart for shares of Class A common stock or any other series of preferred stock of the Company.

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The Company may, in its sole discretion, pay dividends in cash, Class A common stock or any combination thereof.

3. Conversion Rights. Holders of the Series A Preferred Stock will have the right, at their option and subject to procedures established from time to time by the Company, to convert each share of Series A Preferred Stock into the Company's Class A Common Stock, \$.0001 par value (the "Class A Common Stock"), subject to applicable federal and state securities laws (calculated as to each conversion to the nearest share) at any time commencing on the first anniversary date of issuance at the conversion ratio of one (1) share of the Company's Class A Common Stock for each one (1) share of Series A Preferred Stock representing an initial conversion price of \$1.00 per share. No fractional share or scrip representing a fractional share of Class A Common Stock will be issued upon conversion of the Series A Preferred Stock. If any of the shares of the Series A Preferred Stock are called for redemption, the conversion rights pertaining thereto will terminate at the close of business on the redemption date. In the event of any reclassification, merger, consolidation or change of shares of the Series A Preferred Stock and/or the Class A Common Stock of the Company, the Company shall make adjustments to the conversion ratio which shall be nearly as equivalent to that stated above as may be practical.

The conversion price will be subject to adjustment in certain events, including (i) the issuance of capital stock as a dividend or distribution on Class A Common Stock, (ii) subdivisions, combinations, stock splits and reclassifications of the Class A Common Stock, (iii) the fixing of a record date for the issuance to all holders of Class A Common Stock of rights or warrants entitling them (for a period expiring within 45 days of such record date)

to subscribe for Class A Common Stock and (iv) the fixing of a record date for the distribution to all holders of Class A Common Stock of evidence of indebtedness or assets (other than cash dividends) of the Company or subscription rights or warrants (other than those referred to above).

In addition to these adjustments, the Company may make such adjustments in the conversion price as it considers to be advisable so as to increase the number of shares issuable upon conversion in order that any event otherwise treated for federal income tax purposes as a taxable dividend of stock or stock rights shall not be taxable to the recipients. Except in these cases the conversion price will not be adjusted.

4. Redemption. The Company may, in its sole discretion, redeem the Series A Preferred Stock, at any time, commencing on the second anniversary date of issuance upon at least 30 but not more than 60 days' prior written notice, from time to time, either in whole or in part, at the applicable redemption price per share on the applicable redemption date set forth below. For the purposes hereof, "Par Value" shall mean the price paid or consideration given, as applicable, per share of Series A Preferred Stock.

If redeemed during the 12-month period beginning July 15th

<u>Year</u>	<u>Redemption Price</u>
1998	103% of Par Value
1999	102% of Par Value
2000	101% of Par Value

and thereafter at 100% of Par Value per share, plus in each case any accrued but unpaid dividends up to but not including the redemption date.

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If at any time full cumulative dividends on all outstanding shares of Series A Preferred Stock, whether current or in arrears, have not been paid, no sums shall be paid or set apart from the redemption, or for the purchase for retirement, of either a part or the whole of any other issued series of preferred stock of the Company.

Any shares of Series A Preferred Stock which shall at any time have been redeemed, or which shall have been converted into Class A Common Stock, shall, after such redemption or conversion, have the status of authorized but unissued preferred stock, without designation as to series until such preferred stock is once more designated as part of a particular series by the Company's Board of Directors.

5. Voting Rights. Except as may be provided by law, the holders of Series A Preferred Stock shall be entitled to one vote per share. Unless the vote or consent of the holders of a greater number of shares if required by law, the consent of the holders of at least a majority of the Series A Preferred Stock at the time outstanding shall be necessary to change, alter or revoke the rights and preferences conferred upon the Series A Preferred Stock by the Articles of Incorporation or this Resolution, as amended from time to time.

6. Liquidation Rights. In the event of the liquidation, dissolution or winding up of the Company, holders of the Series A Preferred Stock shall be entitled to receive, after due payment or provision for payment of the debts and other liabilities of the Company, a liquidating distribution before any distribution may be made to holders of Class A Common Stock or any other series of preferred stock of the Company. Upon any liquidation, dissolution or winding up, whether voluntary or involuntary, the holders of the Series A Preferred Stock outstanding shall be entitled to receive an amount equal to \$1.00 per share, plus any accrued but

unpaid dividends up to the date of the final distribution. If such liquidation, dissolution or winding up is voluntary, the holders of the Series A Preferred Stock outstanding shall be entitled to receive an amount equal to the redemption price specified above that would be then applicable, plus accrued dividends up to the date of final distribution.

7. Miscellaneous. The Series A Preferred Stock has no pre-emptive rights. In the event the entire Series A Preferred Stock is not issued by the Company, the officers of the Company are authorized to file a further amendment to this Certificate of Determination of Preferences to reduce the number of shares of Series A Preferred Stock authorized hereby. The Series A Preferred Stock, when issued, will be legally issued, fully paid and non-assessable.

FURTHER RESOLVED, that the President or any Vice President, and the Secretary, the Chief Financial Officer, the Treasurer or any Assistant Secretary or Assistant Treasurer of this Company are each authorized to execute, verify and file a certificate of determination of preferences in accordance with Florida law.

(iii) The authorized number of shares of preferred stock of the Company is 5,000,000 shares, par value \$.0001 per share, no shares of which have been heretofore issued, and no shares of which are outstanding.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Determination on July 15, 1997.


Michael Couture, President


Richard Gorham, Secretary

Fax Audit No H97000011524
Kipnis Tescher Lippman Valinsky & Kain
One Financial Plaza, Suite 2308
Ft. Lauderdale, Florida 33394
954-467-1964
Michelle Krasnick, Esq. FL BAR NO 272787 6

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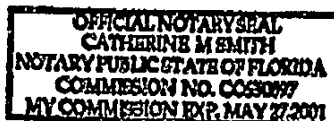
Fax Audit NO H97000011524

STATE OF FLORIDA)
)SS:
COUNTY OF BROWARD)

The foregoing Certificate of Determination of Preferences of Preferred Shares Designated "Series A 10% Redeemable Cumulative Convertible Preferred Stock" was acknowledged before me this 15th day of July, 1997 by Michael Couture as President of CLASSIC TRADITIONS, INC., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification and did/did not take an oath.

Notary Public:

sign Catherine M. Smith
print Catherine M. Smith
State of Florida at Large (Seal)
My Commission Expires: May 27, 2001

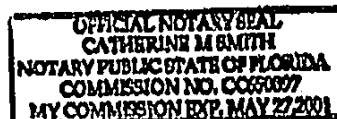


STATE OF FLORIDA)
)SS:
COUNTY OF BROWARD)

The foregoing Certificate of Determination of Preferences of Preferred Shares Designated "Series A 10% Redeemable Cumulative Convertible Preferred Stock" was acknowledged before me this 15th day of July, 1997 by Richard G. Geras as Secretary of CLASSIC TRADITIONS, INC., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification and did/did not take an oath.

Notary Public:

sign Catherine M. Smith
print Catherine M. Smith
State of Florida at Large (Seal)
My Commission Expires: May 27, 2001



Fax Audit No H97000011524
Igora Teacher Lippman Valinsky Kain
One Financial Plaza, Suite 2308
Ft. Lauderdale, Florida 33304
This is effective July 15, 1997

Nichelle Kramish Kain, Esq.
FL BAR NO. 272797

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7/15/97
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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
(850)922-4000

FAX #:

FROM: TESCHER, LIPPMAN, VALINSKY & KAIN
072164000350

ACCT#:

CONTACT: PATRICIA FOX-BUTLER

PHONE: (954)467-1964

FAX #:

(954)467-2264

NAME: CLASSIC TRADITIONS, INC.

AUDIT NUMBER.....H97000011522

DOC TYPE.....BASIC AMENDMENT

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FAX #:

FROM: TESCHER, LIPPMAN, VALINSKY & KAIN
072164000350

ACCT#:

CONTACT: PATRICIA FOX-BUTLER
PHONE: (954) 467-1964
(954) 467-2264

FAX #:

NAME: CLASSIC TRADITIONS, INC.

AUDIT NUMBER.....H97000011522

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KIPNIS TESCHER LIPPMAN VALINSKY & KAIN
ATTORNEYS AT LAW
ONE FINANCIAL PLAZA
SUITE 2308
FORT LAUDERDALE, FLORIDA 33394

TELEPHONE (954) 467-1964
MIAMI - PALM BEACH (800) 371-0419
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FROM: MICHELLE KRAMISH KAIN

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COMMENTS: RE: AMENDED AND RESTATED ARTICLES OF INCORPORATIONS WITH
CORRECTIONS OF CLASSIC TRADITIONS, INC.

FILE NUMBER: 0496.001

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FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

July 16, 1997

CLASSIC TRADITIONS, INC.
319 SOUTHEAST 14TH STREET
FORT LAUDERDALE, FL 33316

SUBJECT: CLASSIC TRADITIONS, INC.
REF: F97000006266

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX And. #: H97000011522
Letter Number: 597A00036932

WKL

Division of Corporations - P.O. BOX 6827 - Tallahassee, Florida 32314

R-03X

(904) 922-3709

07-10-97 10:21AM P001 #31

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CLASSIC TRADITIONS, INC.

The undersigned, Michael Couture, President of Classic Traditions, Inc., a Florida corporation (the "Corporation"), hereby certifies that:

In accordance with Sections 607.1003 and 607.1007 of the Florida Business Corporation Act (the "Act"), the Board of Directors of the Corporation ("Board of Directors") has recommended by unanimous written consent dated as of July 2, 1997, that the shareholders of the Corporation approve, and shareholders having voting power prescribed in Section 607.1003(5) of the Act have approved by written consent as of July 2, 1997, the amendment and restatement of the Corporation's Articles of Incorporation to read in their entirety as follows:

ARTICLE I

CORPORATE NAME

The name of the Corporation is Classic Traditions, Inc.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 5007 Hiatus Road, Sunrise, Florida 33351.

Fax Audit No H97000011522
Kipnis Tescher Lippman Valinsky & Kain
One Financial Plaza, Suite 2308
Ft. Lauderdale, Florida 33394
954-467-1964
Michelle Kramish Kain, Esq. FLA BAR NO 272787

ARTICLE III**DURATION**

The duration of the Corporation shall be perpetual.

ARTICLE IV**PURPOSE**

The Corporation is organized to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V**CAPITAL STOCK**

The maximum number of shares of stock that the Corporation shall be authorized to issue and have outstanding at any one time shall be 25,000,000 shares, which are to be divided into two classes as follows:

15,000,000 shares of Class A common stock, par value \$.0001 per share;
5,000,000 shares of Class B non-voting common stock, par value \$.0001 per share; and
5,000,000 shares of preferred stock, par value \$.0001 per share.

The preferred stock may be created and issued, from time to time, in one or more series and with such designations, preferences, conversion rights, cumulative, relative, participating, options or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and

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Ft. Lauderdale, Florida 33394

954-467-1964

Michelle Kramish Kain, Esq. FLA BAR NO 272787

Issuance of such preferred stock as may be adopted by the Board of Directors pursuant to the authority in this paragraph given.

ARTICLE VI

INCORPORATOR

The name and address of the incorporator of the Corporation was William C. Stallions,
319 Southeast 141st Street, Fort Lauderdale, Florida 33316.

ARTICLE VII

REGISTERED AGENT AND REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the Registered Office of the Corporation
in the State of Florida is:

Michelle Kramish Kain
One Financial Plaza, Suite 2308
Ft. Lauderdale, Florida 33394

ARTICLE VIII

INDEMNIFICATION

The Corporation shall indemnify any director, officer, employee or agent of the
Corporation to the fullest extent permitted by Florida law.

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Michelle Kramish Kain, Esq. FL BAR NO 272787
0628197-13008

ARTICLE IX

AFFILIATED TRANSACTIONS

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE X

CONTROL SHARE ACQUISITIONS

The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 3rd day of July, 1997.


Michael Couture, President

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Kipnis Tescher Lippman Valinsky & Kain
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Ft. Lauderdale, Florida 33394
954-467-1964
Michelle Kramish Kain, Esq., FLA BAR NO 272787

KTLVK . . .

TEL: 305-467-2264

Jul 16 '97 13:30 No. 003 P. 08

Fax Audit No. H97000011522

WRITTEN ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent
for said corporation.


Michelle Kramish Kain

Fax Audit No. H97000011522

Kipnis, Tescher, Lippman, Valinsky & Kain

One Financial Plaza, Suite 2308

Ft. Lauderdale, Florida 33394

954-467-1964

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Michelle Kramish Kain, Esq. FLA BAR NO 272787