

12/22/97

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NAME: POP U.S.A. BEVERAGE DISTRIBUTERS, INC.
AUDIT NUMBER.....H97000021073
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12-24-97

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ARTICLES OF AMENDMENT

The undersigned corporation adopts the following articles of amendment to its articles of incorporation:

ARTICLE ONE

EFFECTIVE DATE
12-24-97

The name of the corporation is POP U.S.A. BEVERAGE DISTRIBUTORS, INC.

ARTICLE TWO

The following amendment to the Article of Incorporation was adopted on December 22, 1997.

Article One is amended to read:

"ARTICLE I
NAME

The name of the corporation is:

POP U.S.A. BEVERAGE DISTRIBUTORS, INC."

Article Twelve is amended to read:

"ARTICLE XII
STOCK TRANSFERABILITY

Any Shareholder desiring to sell his/her shares in the corporation, shall first offer those shares by way of a written offer to sell to the corporation upon the same terms and conditions as the shares are being offered to other entities or individuals. The corporation shall have the opportunity to exercise its right of first refusal within thirty (30) days of receipt of a written offer to sell. Thereafter, if such right is not exercised, the selling Shareholder shall be free to sell the shares to any entity or individual upon the same terms and conditions as were offered to the Corporation."

Prepared by:

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ARTICLE THREE

The number of shares of the corporation outstanding and entitled to vote at the time of such adoption was 500.

ARTICLE FOUR

The holders of all shares outstanding and entitled to vote have signed a consent in writing adopting said amendment.

ARTICLE FIVE

The effective date of this Amendment to Articles of Incorporation shall be December 24, 1997.



President: Gabriel Martinez



Secretary: Gabriel Martinez

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