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*ALSO ADMITTED IN
STATE OF GEORGIA

April 16, 1998

VIA U.S. MAIL

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: **Amendment of Articles of Incorporation
Of Jax Smoothie, Inc.**

500002492525--2
-04/17/98--01085--011
*****87.50 *****87.50


Dear Madam or Sir:

Enclosed for filing with your office, please find one (1) original Amendment to Articles of Incorporation of Jax Smoothie, Inc. Also enclosed is our firm check in the amount of \$87.50 to cover the filing and certified copy fees for the same.

Please remit one (1) certified copy of the Amendment to the Articles of Incorporation to the undersigned once they have been appropriately filed.

If you have any questions, please contact me immediately.

Sincerely,



Wycke Hampton

WH/wh
Enclosures:

FILED
98 APR 17 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

ALL APR 21 1998

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
JAX SMOOTHIE, INC.**

FILED
98 APR 17 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, being the President and Secretary of JAX SMOOTHIE, INC., a Florida corporation, hereby certify that the following Amendments were unanimously adopted by the Shareholders and Board of Directors of the corporation at the Special Joint Meeting of the Shareholders and Board of Directors which was held on March 23, 1998.

1. **ARTICLE IV, Capital Stock , Section 4.1 Authorized Capital**. shall be amended to read as follows:

"Article IV
Capital Stock

Section 4.1. Authorized Capital. This corporation may issue Common Voting Stock and Common Non-Voting Stock. The total number of shares of stock, whether Voting or Non-Voting, which this corporation is authorized to have outstanding at any one time is 10,000 shares with each share having a par value of \$1.00 per share. The holder of any share of Common Non-Voting Stock shall not be entitled to vote on any issue which is properly submitted to a vote at a meeting of shareholders. Except with regard to voting rights, the Common Voting Stock and the Common Non-Voting Stock of the corporation shall in all respects possess identical rights and privileges with regard to distribution and liquidation proceeds and all other rights and privileges."

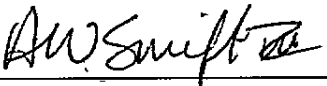
2. **ARTICLE V Principal Office and Initial Registered Office and Agent , Section 5.1 Name and Address**. shall be amended to read as follows:

"Section 5.1. Name and Address. The street address of the principal office of this corporation and the registered office of this corporation is 509 Robles Lane, Ponte Vedra Beach, Florida 32082 and the name of the initial registered agent of this corporation at that address is Henry W. Swift, III."

In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.

In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.


IN WITNESS WHEREOF, we hereby set our hands and seals this 15 day of April, 1998.


HENRY W. SWIFT, III, President and
Secretary

(Corporate Seal)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS HEREINABOVE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

Dated: 4/15, 1998.


HENRY W. SWIFT, III, Registered Agent