

LAW OFFICES OF

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December 28, 1998

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: M & M Ice Cream III, Inc.
Our File No. 10,872.04.6.000

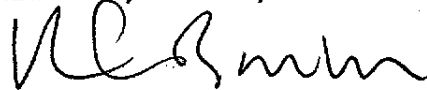
Gentlemen:

Enclosed please find original and photocopy of Articles of Amendment of Articles of Incorporation regarding the above referenced corporation.

Further enclosed is a check in the amount of \$87.50 to cover the cost of the filing fee. Please return a certified copy of the Articles of Amendment of Articles of Incorporation after filing.

Sincerely,

KIMPTON, BURKE, WHITE & HEIDEN, P.A.


Robert C. Burke, Jr.

RCB/cg
Enclosures

FILED
99 JAN -6 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4000002731764--9
-01/06/99--01041--011
*****87.50 *****43.75

Amend.

cg:98secr01.1tr

VS JAN 14 1999

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
M & M ICE CREAM III, INC.

FILED
99 JAN -6 PM 3: 15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

M & M ICE CREAM III, INC., a Florida corporation, under its corporate seal in hand of its President and Secretary, FRANK MANELLA, hereby certifies that:

1. The Board of Directors of said corporation, at a meeting called and held on the 24th day of November, 1998, adopted the following resolution:

"BE IT RESOLVED by the Board of Directors of M & M ICE CREAM III, INC., a Florida corporation, that Article V of the Certificate of Incorporation be amended, changed and altered so that it reads as follows:

Article V - Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a nominal or par value of 10¢ per share.

2. The meeting of the shareholders of the corporation called by the Board of Directors as aforesaid, was held on the 24th day of November, 1998, and at said special meeting of the shareholders, said amendment to the Certificate of Incorporation was duly adopted by the unanimous vote of all shareholders.

IN WITNESS WHEREOF, said corporation has caused this Certificate to be filed in its name by its President and its

corporate seal to be affixed and attested by its Secretary on this
24th day of November, 1998.

M & M ICE CREAM III, INC.

By: Frank Manella
Frank Manella, President

Attest:

Frank Manella
Frank Manella, Secretary

(Corporate Seal)

STATE OF FLORIDA)

COUNTY OF PINELLAS)

I, an officer authorized to take acknowledgements according to the laws of the State of Florida, duly qualified and acting, hereby certify that Frank Manella as President and Secretary of M & M ICE CREAM III, INC., to me () personally known or () who produced a Florida driver's license as identification, this date acknowledged before me that he executed the foregoing Articles of Amendment of Articles of Incorporation of M & M ICE CREAM III, INC., as such officers of said corporation and he affixed the official seal of said corporation; and I further certify that I know the said person making said acknowledgement to be the individual described in and who executed said Certificate.

IN WITNESS WHEREOF, I hereunto set my hand and official seal at Clearwater, said County and State this 24th day of November, 1998.



R. C. Burke, Jr.
MY COMMISSION # CC634981 EXPIRES
July 7, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

R. C. Burke, Jr.
Name: _____
Notary Public, State of Florida
Serial No: _____
Commission Expires: _____

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