

P98000075955

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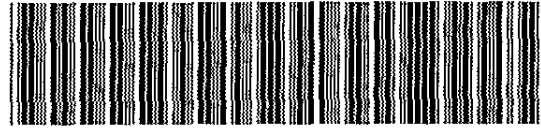
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ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
SUNSHINE FINANCIAL HOLDINGS INC.

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes, Section 607.1006, Sunshine Financial Holdings Inc., a Florida corporation (the "Corporation") hereby files these Articles of Amendment to its Articles of Incorporation.

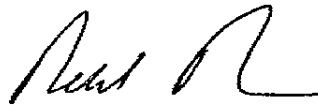
1. The Articles of Incorporation of the Corporation, filed with the Secretary of State of Florida on August 31, 1998 (Document Number P98000075955), are hereby amended to include the following provision:

The Corporation shall have no corporate power or authority to commence any legal action, suit or proceeding in any court or tribunal against any of the entities identified below (each a "Customer"), or any of their respective affiliates, officers, directors, shareholders, employees, agents, assigns, predecessors, subsidiaries, or related companies, for any claim or cause of action arising prior to December 4th 2002 and relating in any way to goods supplied or furnished by or to, or any other transaction among, any such Customer and the Corporation, including, without limitation any such claim or cause of action involving, as plaintiff, petitioner or claimant, any current or past employee, affiliate or assignee of the Corporation; provided, however, that if any Customer initiates any suit, arbitration or other similar proceeding (including a third party claim) against the Corporation, then the Corporation retains, and may assert, but only against such initiating Customer, a claim against such Customer as a defense, counterclaim or third party counterclaim.

The term "Customer" shall include the following: CVS Drugstores; Eckerd Drugstores; Kroger (including Fred Meyer, QFC, Smith's, Ralphs, Food 4 Less); Publix; Rite-Aid Drugstores; Safeway (including VONs, Dominicks, Randalls); Target; Walgreens; Wal-Mart; Albertsons; Long's Drugs; K Mart; Ahold (including American Sales, Bi-Lo, Bruno's, Giant Carlisle, Giant Foods, Stop & Shop, Topps); A&P Supermärkets; Meijer; Brooks Pharmacies; Harris Teeter; HEB Food Stores; Shopko; Winn Dixie; Flemming/AMI Coremark; Wegman's; SuperValu; Easton & SuperValu Corp.; Community Distributors; Snyder Drug/Drug Emporium; Kerr Drug; Millbrook (including Shaw's); The Pantry; Valu Merchandisers (including Homeland, Ramey/PriceChopper); Western Family Foods. The term "Customer" shall exclude TSP Marketing Inc.; Danny Rumph; Sherry Rumph; Sea & Ski Western Inc.; Linda Zavala and J.C. Zavala and affiliated companies of the same; Comercial E. Importadora MMD and its officers and directors; Sunrayz Sales Inc.; Calvin Pippin; Sierra Enterprises Inc.; Jim Friedman; Ron Hale; Steve Wade; and Brenda Wade.

2. The above amendment was adopted on the date of execution of these Articles of Amendment as set forth below, and was approved by the shareholders of the Corporation by written consent in lieu of a meeting in accordance with Florida Statutes, Section 607.0704. The consents to the amendment given by the shareholders of the sole class of voting stock of the Corporation having the requisite number of votes entitled to vote thereon were sufficient for approval of the amendment.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment the 4th day of December, 2002.



Robert Pierce
Vice-President