

P98000086850

FRANK P. NISI, JR. & ASSOCIATES, P.A.
ATTORNEYS AT LAW

918 ORANGE AVENUE, SUITE B • WINTER PARK, FLORIDA 32789 • TEL. (407) 622-2550 • FAX (407) 622-2556

January 14, 1999

VIA: Federal Express

Pam Hall
Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee FL 32314

RE: The Hinson Group, Inc.

Dear Pam:

Enclosed for filing with the Florida Department of State are one (1) original and one (1) copy of the Amendment to Articles of Incorporation of The Hinson Group, Inc. The original Articles were filed on October 8, 1998, and assigned document number P98000086850. Also enclosed is a check payable to the Florida Department of State in the amount of Forty Three Dollars and 75/100 (\$43.75) covering the filing fee of the \$35.00 filing fee, \$8.75 for a certified copy of the Amended Certificate of Incorporation.

Please endorse your approval of the Amendment of Articles of Incorporation on the duplicate copy and return them to me in the enclosed addressed Federal Express package.

Thank you very much for your help in this matter. Please feel free to call if you have any questions or need any additional information.

Sincerely,
Frank P. Nisi, Jr. & Associates, P.A.



Ginny Long
Legal Assistant

Enclosures

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FILED
99 JAN 15 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Amend NC
DIVISION OF CORPORATIONS
99 JAN 15 PM 2:01
RECEIVED
TLL JAN 15 1999

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
THE HINSON GROUP, INC.

FILED
99 JAN 15 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Hinson Group, Inc. was incorporated on October 8, 1998 and assigned document number P98000086850. Pursuant to the provisions of Section 607, Florida Statutes, **The Hinson Group, Inc.** adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted:

ARTICLE I. NAME AND ADDRESS

The name of the corporation shall be **ALL NET BEVERAGES, INC.** The principal place of business of this corporation shall be **995 S.R. 434, North, Suite 2721, Altamonte Springs, Florida 32714.**

ARTICLE IV. REGISTERED AGENT

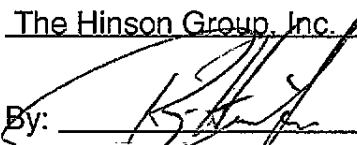
The street address of the registered office of the corporation shall be **918 Orange Avenue, Suite B, Winter Park, Florida 32789** and the name of the registered agent of the corporation at that address is **Frank P. Nisi, Jr..**

SECOND: The date of adoption of the amendment(s) was: January 14, 1999

THIRD: Adoption of Amendment

The amendment was adopted by the unanimous vote of the Directors and Shareholders and as such the number of votes cast for the amendment was sufficient for approval.

Dated: January 14, 1999.

The Hinson Group, Inc.
By: 
Roy M. Hinson, Jr., President, Sole Director, Sole
Shareholder

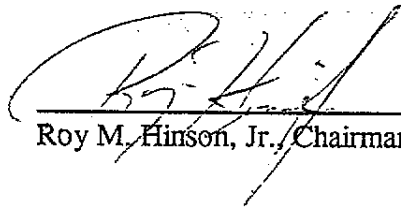
**WRITTEN ACTION OF
THE BOARD OF DIRECTORS AND SHAREHOLDERS OF
THE HINSON GROUP, INC.**

The undersigned, being all of the members of the Board of Directors and all of the Shareholders of The Hinson Group, Inc. a Florida corporation, hereby take the following written actions in lieu of holding a meeting regarding same, all pursuant to the terms of Section 607, Florida Statutes:

RESOLVED, to change the name of The Hinson Group, Inc. to All Net Beverages, Inc.

RESOLVED, to change the street address of the registered office to 918 Orange Avenue, Suite B, Winter Park, Florida 32789.

The undersigned hereby consent to the foregoing actions being taken without a meeting and approve such actions and the foregoing resolution this January 14, 1999.

A handwritten signature in dark ink, appearing to read 'Roy M. Hinson, Jr.', is written over a horizontal line. The signature is stylized with a large, looping 'R' and 'H'.

Roy M. Hinson, Jr., Chairman, President, Shareholder