

P98000089089

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November 24, 1998

VIA U.S. MAIL

Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, Florida 32314

RE: Sugar Stix, Inc.

300002697149--0  
-11/30/98--01031--003  
\*\*\*\*\*70.00 \*\*\*\*\*35.00

Dear Sirs:

Enclosed are the original and one (1) copy of the Articles of Amendment and the Amended and Restated Articles of Incorporation for the referenced corporation, along with our check in the amount of \$70.00 to cover the following costs:

Filing Fee (2)	\$70.00
Total	\$70.00

Upon acceptance of the Amendments and the filing thereof by your office, please provide us with a copy of same.

Sincerely,

*Julie*  
Julie C. Hiner  
Legal Assistant to  
Harold L. Downing

HLD/jch  
enclosures

FILED  
99 FEB -1 PM 2:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amend*

FEB 4 1999 TLL



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

December 9, 1998

JULIE C. HINER, LEGAL ASSISTANT  
GILES & ROBINSON, P.A.  
P. O. BOX 2631  
ORLANDO, FL 32802

SUBJECT: SUGAR STIX, INC.  
Ref. Number: P98000089089

We have received your document for SUGAR STIX, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6905.

Thelma Lewis  
Corporate Specialist Supervisor

Letter Number: 198A00058207

ARTICLES OF AMENDMENT TO  
THE ARTICLES OF INCORPORATION  
OF  
SUGAR STIX, INC.

FILED  
99 FEB -1 PM 2:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned Florida corporation, by action by the board of directors without approval by shareholders (as such was not required), hereby adopts the following Articles of Amendment to its Articles of Incorporation:

Article I - Name

The name of the corporation is SUGAR STIX, INC. (hereinafter referred to as the "Corporation").

Article II - Adoption and Text of Amendments

All of the directors of the Corporation approved a resolution adding Article VII of the Articles of Incorporation by written consent dated the 18th day of November, 1998, in accordance with the provisions of Section 607.0821 of the Florida Statutes. The following is a true and correct copy of the resolution adding Article VII of the Articles of Incorporation:

RESOLVED, that Article VII of the Articles of Incorporation of the Corporation be amended in its entirety by the addition of the following:

ARTICLE VII - PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

Article III - Adoption and Text of Amendments

All of the directors of the Corporation approved a resolution adding Article VIII of the Articles of Incorporation by written consent dated the 18<sup>th</sup> day of November, 1998, in accordance with the provisions of Section 607.0821 of the Florida Statutes. The following is a true and correct copy of the resolution adding Article VIII of the Articles of Incorporation:

RESOLVED, that Article VIII of the Articles of Incorporation of the Corporation be amended in its entirety by the addition of the following:

ARTICLE VIII - DATE OF EXISTENCE

**This Corporation shall exist perpetually.**

Article IV - Adoption and Text of Amendments

All of the directors of the Corporation approved a resolution adding Article IX of the Articles of Incorporation by written consent dated the 18<sup>th</sup> day of November, 1998, in accordance with the provisions of Section 607.0821 of the Florida Statutes. The following is a true and correct copy of the resolution adding Article IX of the Articles of Incorporation:

RESOLVED, that Article IX of the Articles of Incorporation of the Corporation be amended in its entirety by the addition of the following:

ARTICLE IX - INDEMNIFICATION

**This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.**

Article V - Adoption and Text of Amendments

All of the directors of the Corporation approved a resolution adding Article X of the Articles of Incorporation by written consent dated the 18<sup>th</sup> day of November, 1998, in accordance with the provisions of Section 607.0821 of the Florida Statutes. The following is a true and correct copy of the resolution adding Article X of the Articles of Incorporation:

RESOLVED, that Article X of the Articles of Incorporation of the Corporation be amended in its entirety by the addition of the following:

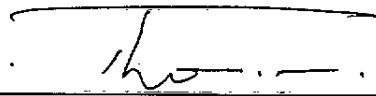
**ARTICLE X - STOCK RESTRICTION AGREEMENTS**

Agreements among this Corporation's shareholders or between this Corporation and its shareholders may include the following as valid matters of contract: (1) reasonable restrictions upon the transferability or assignment of the shares of stock of this Corporation; (2) obligations, or first refusal rights, to redeem or purchase shares of stock of this Corporation prior to a transfer or assignment of such shares; and (3) the manner in which the shareholders of this Corporation will vote their shares of stock of this Corporation; provided, however, that such agreements shall be made in accordance with the provisions of Sections 607.0731 and 607.0627 of the Florida Statutes. The Board of Directors is specifically authorized to approve agreements between this Corporation and its shareholders made in accordance with the provisions of Sections 607.0731 and 607.0627 of the Florida Statutes. Copies of any stock restriction agreement between this Corporation and its shareholders shall be maintained at the principal office of this Corporation.

Article VI - Effective Date of Amendment

The effective date of the amendment to the Articles of Incorporation of the Corporation set forth herein will be as of the date of filing the Articles of Amendment to the Articles of Incorporation with the Secretary of State of the State of Florida.

Dated this 18<sup>th</sup> day of November, 1998.

S.O.   
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Stewart O. Thompson, Sole Director