

Selman & Claire

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
ATTORNEYS AND COUNSELORS AT LAW

SUITE 106, SCHEVER INTERNATIONAL PLAZA
7280 W. PALMETTO PARK ROAD
BOCA RATON, FLORIDA 33433
BOCA RATON (561) 392-7077
DELRAY BEACH (561) 372-7007
FACSIMILE (561) 392-5012

P99000044639

RICHARD M. SELMAN, ESQUIRE, P.A.*
ROBERT I. CLAIRE, ESQUIRE, P.A.**

* ALSO ADMITTED IN NEW JERSEY
** CERTIFIED PUBLIC ACCOUNTANT

July 13, 1999

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-07/15/99-01084-004
*****45.00 *****43.75

State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: CRYSTAL STAR ICE CREAM PLUS, INC.
Corporation Document No. P99000044639

Dear Sir/Madam:

Enclosed is an original and one (1) copy of First Amendment to Articles of Incorporation and a copy of the Corporate Resolution for the above referenced corporation.

Also enclosed is check in the amount of \$45.00 for filing fees as follows for the corporation:

Filing Amendment Fee:	\$ 35.00
Time stamped Photocopy:	\$ 10.00
Total Amount	\$ 45.00

I have enclosed a self-addressed, stamped envelope for your convenience for the return of the time stamped photocopy of First Amendment to Articles.

Should you have any questions, please do not hesitate to call our office.

Very truly yours,

RICHARD M. SELMAN

RMS/kcr
Enclosures as noted

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99 JUL 15 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FIRST AMENDMENT TO
ARTICLES OF INCORPORATION
OF
CRYSTAL STAR ICE CREAM PLUS, INC.

The Articles of Incorporation of CRYSTAL STAR ICE CREAM PLUS, INC., are hereby amended pursuant to Article 9 to read as follows:

ARTICLE NINE - RESTRICTIONS ON TRANSFER OF STOCK

Shares of the capital stock ("Common Shares") shall be issued initially to the following person(s) and in the following amounts set opposite their name:

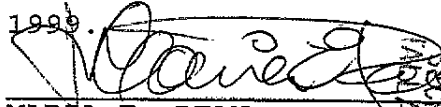
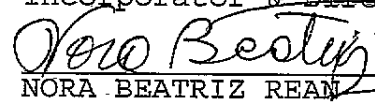
Nora Beatriz Rean

500 shares

Shares held by the initial shareholder(s) listed above may not be resold or otherwise transferred to other persons or entities unless such shares are first offered to the remaining shareholder(s) or to this corporation. The price and terms at which, and the time within which, such shares are first to be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

Except as set forth herein the Articles of Incorporation of CRYSTAL STAR ICE CREAM PLUS, INC., shall remain the same.

Signed this 12 day of July, 1999.


MARIA E. REAN
Incorporator & Director

NORA BEATRIZ REAN
Stockholder & Director

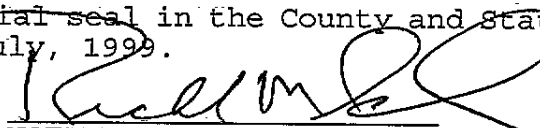
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98 JUL 15 PM 2:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA

COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared MARIA E. REAN and NORA BEATRIZ REAN, sole Stockholders & Directors of CRYSTAL STAR ICE CREAM PLUS, INC., who produced Florida driver's licenses as identification and acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 12 day of July, 1999.


NOTARY PUBLIC

MY COMMISSION EXPIRES:



Richard M. Selman
MY COMMISSION # C0518537 EXPIRES
February 25, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

CORPORATE RESOLUTION OF
CRYSTAL STAR ICE CREAM PLUS, INC.

The Board of Directors and Stockholders of CRYSTAL STAR ICE CREAM PLUS, INC., A Florida Corporation met in Suite 106, 7280 W. Palmetto Park Road, Boca Raton, Florida 33433 on the 12 day of July, 1999 at 3:00 PM pursuant to a call of the meeting by the President.

Present were a Quorum of the Stockholders and a Quorum of the members of the Board of Directors.

The President of the Corporation, Nora Beatriz Rean, presided as Chairman of the meeting and Maria E. Rean, as Secretary, acted as such.

The Chairman called the meeting to order. The Chairman announced that the purpose of the meeting was to discuss and act upon the change of the Corporate stock ownership from Maria E. Rean (125 shares) to Nora Beatriz Rean. After discussion and review, the following resolutions were unanimously adopted by the Board of Directors present and the owners of 100% of the issued and outstanding stock of the corporation;

WHEREAS, the Board of Directors and Stockholders believe that it is in the best interest of the Corporation to change the ownership of all of the outstanding corporate stock to Nora Beatriz Rean.

NOW, THEREFORE, be it resolved, that the Officers, Directors and Counsel for the Corporation are empowered, authorized and directed to carry out the provisions of this Resolution, execute the First Amendment to the Articles of Incorporation of even date herewith and to adopt any further Resolutions that may be necessary thereto.

DATED the 12 day of July, 1999.


NORA BEATRIZ REAN

STOCKHOLDER & DIRECTOR


MARIA E. REAN

STOCKHOLDER & DIRECTOR