

P99000062395

FILED
99 NOV 29 PM 4:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32301

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-11/05/99--01063--006
*****35.00 *****35.00

RE: Mascot Holdings Corp.

Gentlemen:

Enclosed please find the Amended and Restated Articles of Incorporation for the
aforementioned corporation. Enclosed please find my check in the amount of \$35, for the
filing fee.

Should any of this be lacking in order to comply with the laws of the State of Florida,
please do not hesitate to contact me.

Very truly yours,

Janet Scott

President

Title

IMBER & COMPANY
Certified Public Accountants

1031 N. Miami Beach Blvd.
North Miami Beach, FL 33162

/rcl

Enclosures

*Amend
11-30-99
JRS*



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

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99 NOV 29 PM 4:42

FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

November 18, 1999

MASCOT HOLDINGS CORP.
1451 SOUTH STATE ROAD 7
HOLLYWOOD, FL 33023

SUBJECT: MASCOT HOLDINGS CORP.
Ref. Number: P99000062395

We have received your document for MASCOT HOLDINGS CORP. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The registered agent must sign accepting the designation.

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) 487-6957.

Doug Spitler
Document Specialist

Letter Number: 399A00055405

RECEIVED
99 NOV 29 AM 8:07
DIVISION OF CORPORATIONS

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MASCOT HOLDINGS CORP.**

FILED

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CLERK OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendments adopted:

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1451 South State Road 7, Hollywood, Florida 33023. The name of the Registered Agent of this Corporation is Janet Scott.

ARTICLE VI - PRINCIPAL OFFICE

The street address of the principal office is 1451 South State Road 7, Hollywood, Florida 33023. The name of the principal officer is Janet Scott.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

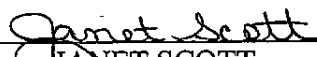
This Corporation shall have one (1) director. The number of directors may increase from time to time by the By-Laws but shall never be less than one (1). The name and address of the director of this Corporation is:

Janet Scott
1451 South State Road 7
Hollywood, Florida 33023

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process for the above-stated Corporation, at a place designated in these Articles of Incorporation, I hereby agree to act in that capacity, to comply with the provisions of Florida Statutes Section 48.091 and any Amendments hereto, and to comply with the provisions of all other Statutes related to the proper and complete performance of my duties.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 5th day of November, 19 99.



JANET SCOTT

SECOND: The date of each amendment's adoption is November 1, 1999.

THIRD: The amendments were adopted by the Board of Directors without shareholder action and shareholder action was not required.

Signed this 15 day of November, 1999.

Janet Scott
JANET SCOTT, DIRECTOR