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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Royal Tops Manufacturing Co. P99000073910
(Corporation Name) (Document #)

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AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

G. OULLIETTE MAR 30 2000

OTHER FILINGS	
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<input type="checkbox"/>	Other

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-03/30/00-01078-002
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Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ROYAL TOPS MANUFACTURING CO.

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

FIRST: Article 5 of the Articles of Incorporation provides:

President:	Thomas J. Radovan
Secretary:	Thomas J. Radovan
Treasurer:	Thomas J. Radovan

SECOND: Article 5 shall be amended to state:

President:	Thomas J. Radovan
Vice-President:	Jo Ann Brown
Secretary:	Thomas J. Radovan
Treasurer:	Thomas J. Radovan

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whose addresses shall be the same as the principal address of the Corporation.



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THIRD: Article 6 of the Articles of Incorporation states Director as:

Thomas J. Radovan

FOURTH: The Directors of the Corporation shall be changed to:

Thomas J. Radovan
Jo Ann Brown

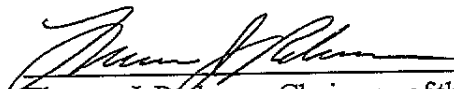
whose addresses shall be the same as the principal address of the Corporation.

FIFTH: The date of the adoption of this amendment is the 27 January 2000.

SIXTH: The amendment was adopted by the Board of Directors. No Shareholder action was required for adoption.

SEVENTH: This amendment shall be effective upon the filing with the Secretary of State of Florida.

Signed this 27 January 2000.


Thomas J. Radovan, Chairman of the Board of
Directors



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