

P99000089329

Corina Marsano
9565 Carlyle Ave
Sunrise Fl. 33154

FILED

00 APR -4 AM 10: 38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 15, 2000

Corina Mascaro
9565 Carlyle Ave.
Surfside, FL 33154

SUBJECT: PEELS JUICE COMPANY, INC.
Ref. Number: P99000089329

We have received your document for PEELS JUICE COMPANY, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

1. The fee to file articles of amendment is \$35. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.
2. Please indicate under CORINA MASCARO'S signature that she is also chairman of the board or secretary. The minutes should be kept with the records of the corporation.

Please return a copy of this letter along with your document to ensure proper handling.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 800A00014281

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DIVISION OF CORPORATIONS

00 APR -4 AM 8:28

as requested :

1. Check for \$35.00 enclosed
2. below Corina Mascaro's signature we have typed in her additional title of chairman of the board.

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
PEELS JUICE COMPANY INC.

FILED

00 APR -4 AM 10:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Section 607.1006, the Articles of Incorporation of the above named corporation are hereby amended as follows:

ARTICLE I - NAME is hereby amended to read as follows:

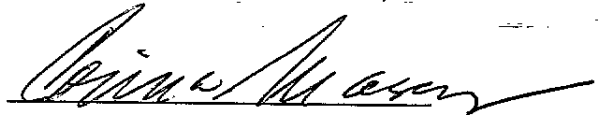
ARTICLE I - NAME

The name of the corporation shall be:

MELROSE VENTURE GROUP, INC.

I hereby certify that the above amendment to the Certificate of Incorporation of PEELS JUICE COMPANY, INC. was approved by all Shareholders and by all the Board of Directors of the corporation at a duly called Special Meeting held on the 24th day of February, 2000 and that votes cast at that Special Meeting were sufficient for approval.

IN WITNESS WHEREOF, the undersigned, has executed the Articles of Amendment, this ____ day of February, 2000.

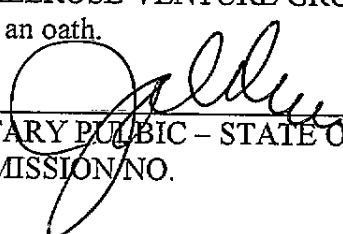


CORINA MASCARO - Director
Chairman of the Board

FIDEL M 260-107-49-881-0
Exp. 10-21-02.

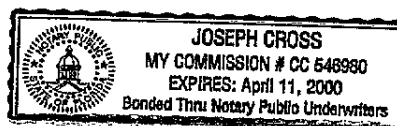
STATE OF FLORIDA]
] :ss
COUNTY OF DADE]

The foregoing instrument was acknowledged before me this 6TH day of MARCH 2000 by CORINA MASCARO, as Director of MELROSE VENTURE GROUP, INC. who is personally known to me and who did take an oath.



NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION NO.

My Commission Expires: 4/11/2000



**MINUTES OF SPECIAL JOINT MEETING OF STOCKHOLDERS
AND DIRECTORS OF
PEELS JUICE COMPANY INC.**

A Special Joint Meeting of the Stockholders and Directors of **PEELS JUICE COMAPANY, INC.**, A Florida corporation, was held at the offices of the corporation on the 24th day of February 2000, at 4:00 P.M.

The Meeting was called to order by **CORINA MASCARO** acting as Chairman and Secretary thereof, and upon roll call the following, being the Stockholders and Directors of the corporation were present:

STOCKHOLDERS:

CORINA MASCARO

CELESTE DE ARMAS

DIRECTORS:

CORINA MASCARO

CELESTE DE ARMAS

A quorum being present, the Meeting was declared qualified to transact business.

A written waiver of notice of the Meeting, signed by all of the Stockholders and Directors was then presented and read by the Secretary and was ordered appended these Minutes.

The Chairman proposed the meeting to change the name of the corporation; therefore, they intended to file Articles of Amendment to the Articles of Incorporation to change Article I as follows:

ARTICLE I-NAME

The name of the corporation shall be:

MELROSE VENTURE GROUP, INC.

Upon motion duly made and seconded, it was

RESOLVED, to amend Article I of the Articles of Incorporation of the corporation to read instead as follows:

ARTICLE I-NAME

The name of the corporation shall be:

MELROSE VENTURE GROUP, INC.

FURTHER RESOLVED to issue the Article of Amendment to the Articles of incorporation pursuant to Florida Statutes, Section 607.1006, to be filed with the Secretary of State.

There being no further business to discuss, on motion duly made and carried, the Meeting was adjourned.

DATED: February 24, 2000


CORINA MASCARO
CHAIRMAN