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FILED
00 JUL 20 AM 11:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

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

1. Conch Spirits, Inc. 3044
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input 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

*Please stamp
minutes*

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark

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N.C.

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ARTICLES OF AMENDMENT
OF
CONCH SPIRITS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Article One of the Articles of Incorporation is hereby amended in its entirety to read:


ARTICLE ONE

The name of this Corporation shall be CONCH REPUBLIC LIQUORS, INC., a corporation organized under the statutes of the State of Florida.

2. The foregoing amendment was unanimously adopted and ratified by Michael Jolly, Lewis F. Salter, Jr., Lori D. Salter, and Susan R. Jolly, officers and directors of CONCH REPUBLIC LIQUORS, INC. at the special meeting of the board of directors held at Key West, Florida on June 28, 2000, at 10:00 a.m. in accordance with Sections 607.187 and 607.191, Florida Statutes.

IN WITNESS WHEREOF, the undersigned officers and directors of CONCH REPUBLIC LIQUORS, INC., have executed these Articles of Amendment this 28th day of June, 2000.

ATTEST:


SUSAN R. JOLLY, Director & Secretary


MICHAEL JOLLY, Director & President


LEWIS F. SALTER, JR., Director & Vice-Pres.


LORI D. SALTER, Director & Treasurer

**WAIVER OF NOTICE OF
SPECIAL MEETING OF
BOARD OF DIRECTORS OF
CONCH SPIRITS, INC.**

The undersigned, being all of the directors of CONCH SPIRITS, INC., a corporation organized and existing under the laws of the State of Florida, waive written notice of the special meeting of the Board of Directors of such corporation and do fix the 28th day of June, 2000, at 10:00 a.m. as the time and Key West, Florida, as the place for such meeting.

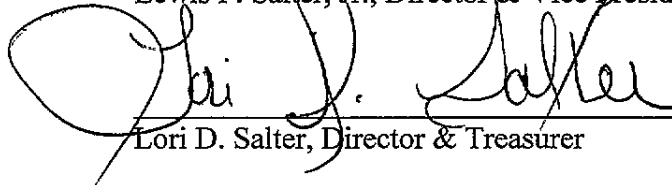
And we do hereby waive all requirements of the laws of Florida and all other requirements as to notice of such meeting and the publication thereof; and do consent to the transaction of such business as may come before the meeting.

This 28th day of June, 2000.


Susan R. Jolly, Director & Secretary


Michael Jolly, Director & President


Lewis F. Salter, Jr., Director & Vice President


Lori D. Salter, Director & Treasurer

**MINUTES OF THE SPECIAL MEETING OF
SHAREHOLDERS AND BOARD OF DIRECTORS
OF CONCH SPIRITS, INC.**

A special meeting of the shareholders and the board of directors of CONCH SPIRITS, INC., was held at Key West, Florida, on June 28, 2000, at 10:00 a.m., pursuant to a written waiver of notice signed by the shareholders and directors fixing such time and place.

The following shareholders and directors were present:

MICHAEL JOLLY
SUSAN R. JOLLY
LEWIS F. SALTER, JR.
LORI D. SALTER

Lewis F. Salter, Jr. was chosen Chairman of the meeting.

The secretary was instructed to cause a copy of the written waiver of notice mentioned above to be inserted in the minute book.

The Chairman then proposed adoption of an amendment changing the name of the corporation from "CONCH SPIRITS, INC." to "CONCH REPUBLIC LIQUORS, INC."

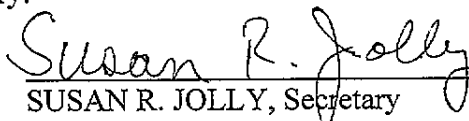
Upon motion duly made, seconded, and carried it was,

RESOLVED that the Articles of Amendment presented at the meeting, a copy of which is attached hereto, be, and are hereby adopted, changing the name of "CONCH SPIRITS, INC." to "CONCH REPUBLIC LIQUORS, INC."

FURTHER RESOLVED that the taking of any and all necessary action to effectuate the name change is hereby ratified and approved.

No other business being presented, upon motion duly made, seconded, and carried, the meeting was adjourned.

A true record signed by the Secretary.


SUSAN R. JOLLY, Secretary