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December 23, 1998

FILED
98 DEC 28 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

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*****35.00 *****35.00

Re: Silver Springs Bottled Water Co.

Dear Sir or Madam:

Enclosed please find an original and one copy of Agreement and Plan of Recapitalization for Silver Springs Bottled Water Co.

Please file the original of the Agreement, and acknowledge such filing by returning the copy to me stamped "filed." Enclosed is a check in the amount of $35.00 to cover your costs.

If you have any questions or require any additional information, please call.

Very truly yours,

Jack Fishburne /slw

Jack Fishburne

JIF/slw
Enclosures
c: Mr. Karl E. Richmond

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMEND
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ARTICLES OF AMENDMENT OF
SILVER SPRINGS BOTTLED WATER CO.

These Articles of Amendment are filed pursuant to Florida Statute Section 607.1006, to reflect an amendment to the Articles of Incorporation of Silver Springs Bottled Water Co. and in connection therewith, the undersigned officers, acting upon authority of the Board of Directors of Silver Springs Bottled Water Co., and upon authority of all of the shareholders of this Corporation, hereby set forth as follows:

1. The name of this Corporation is Silver Springs Bottled Water Co.

2. The Articles of Incorporation of Silver Springs Bottled Water Co. have been amended by deleting Article III in its entirety and by substituting in lieu thereof the following Article III:

> "ARTICLE III
>
> The number of shares of capital stock authorized to be issued by this Corporation shall be one thousand (1,000) shares designated as voting common capital stock having \$.01 par value and ninety-nine thousand (99,000) shares designated as non-voting common capital stock having \$.01 par value.
>
> The relative rights, privileges and limitations of the voting common stock and the non-voting common stock shall be in all respects identical, share for share, except that the voting common stock shall entitle the holder thereof to one vote for each share of voting common stock on all matters requiring the vote or approval of the stockholders of the Corporation and the holders of the non-voting common stock shall not have any right or power to vote except as provided under Florida Statute 607.1004(4), or a statute of similar import as may be enacted in the future."

3. In accordance with Florida Statute Section 607.1003, the referred to amendment was adopted by the Board of Directors on December 18, 1998, and written consent to the said Amendment was given on December 22, 1998, by all the shareholders comprising the only voting group in accordance with Florida Statute Section 607.0704. The number of votes cast for the Amendment by the stockholders is sufficient for approval of the Amendment by all voting groups of the Corporation.

4. Upon the filing of these Articles of Amendment by the Department of State, the above referred to amendment shall become effective and the Articles of Incorporation of Silver Springs Bottled Water Co. shall be deemed to be amended accordingly.

DATED this 22 day of December, 1998.

Karl E. Richmond President

KARL E. RICHMOND
President

Margaret A. Richmond

MARGARET A. RICHMOND
Secretary