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June 19, 2000

VIA EXPRESS MAIL

Florida Secretary of State
Division of Corporations
409 East Gains Street
Tallahassee, Florida 32304

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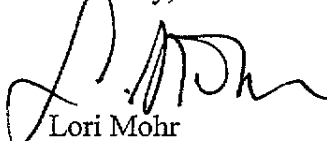
Re: Document Recordation
Articles of Amendment: Lion Fine Wines, Inc.
Name change to Wines & Spirits, Inc.

Attention Clerk:

Enclosed please find an original and one copy of the Articles of Amendment to Articles of Incorporation of Lion Fine Wines, Inc. and a check in the amount of \$35.00 for recording the Articles with Florida Secretary of State. Please have the Articles filed, and return the "FILED" stamped copy of the Articles to me in the Federal Express envelop provided.

Thank you in advance for your courtesy and cooperation regarding this matter.

Sincerely,


Lori Mohr
Paralegal

Enclosures

MIA\38491.1

N/C

V. SHEPARD JUN 28 2000

FILED STATE
SECRETARY OF CORPORATION
00 JUN 21 PM 12:38
DIVISION OF CORPORATION

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
LION FINE WINES, INC.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned Florida profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:


FIRST: Amendment adopted:

The corporation name is hereby amended to read: **Wines and Spirits, Inc.**
In all other respects the Articles of Incorporation remain the same.

SECOND: The date of the amendment's adoption is June 19, 2000

THIRD: The Amendment was approved by the Board of Directors and sole shareholder by written consent.

Signed this 19 day of June, 2000.


Alton J. O'Neil, Director / Chrm.