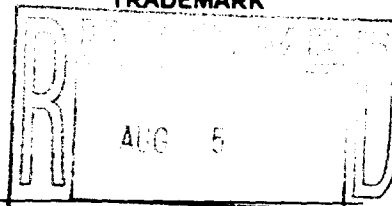


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Submission Type

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Conveyance Type

- Assignment  License
- Security Agreement  Nunc Pro Tunc Assignment
- Merger  Effective Date  
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name  Execution Date  
Month Day Year

Formerly

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City State/Country Zip Code

- Individual  General Partnership  Limited Partnership  If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

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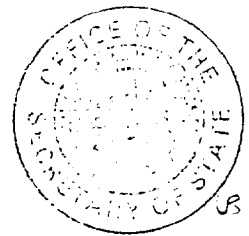
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SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

*IN WITNESS WHEREOF*, I execute this certificate and affix the Great Seal of the State of California this day of

JAN 07 1939



*Bill Jones*

Secretary of State

0518743

ENDORSED - FILED  
IN THE OFFICE OF THE  
SECRETARY OF STATE  
OF THE STATE OF CALIFORNIA

DEC 31 1998

CERTIFICATE OF AMENDMENT OF WILL JONES, SECRETARY OF STATE  
RESTATED ARTICLES OF INCORPORATION  
OF

Fosters Freeze International, Inc.

Randall S. Fritchie and Renee A. Feller certify that:

1. They are President and Secretary, respectively, of Fosters Freeze International, Inc.

2. The Restated Articles of Incorporation of Fosters Freeze International, Inc., filed with the California Secretary of State on August 7, 1989, as amended to the date of the filing of this Certificate, including amendments set forth herein but not separately filed (and with the omissions required by Section 910 of the Corporations Code) are amended as set forth in this Certificate.

3. ARTICLE I of the Restated Articles of Incorporation is hereby deleted in its entirety and restated to read as follows:

"ARTICLE I

The name of the Corporation shall be FOSTERS FREEZE, INC."

4. A new ARTICLE IV of the Restated Articles of Incorporation is hereby added to read as follows:

"ARTICLE IV

The liability of the directors of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law."

5. A new ARTICLE V of the Restated Articles of Incorporation is hereby added to read as follows:

"ARTICLE V

The Corporation is authorized to provide indemnification of agents (as defined in Section 317 of the Corporations Code) for breach of duty to the Corporation and its shareholders through bylaw provisions or through agreements with the agents, or both, in excess of the indemnification otherwise permitted by


Corporations Code Section 317, subject to the limits on such excess indemnification as set forth in Corporations Code Section 204."

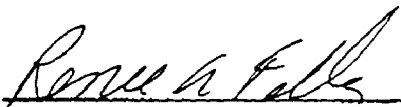
6. The foregoing Certificate of Amendment of Restated Articles of Incorporation has been duly approved by the Board of Directors.

7. The foregoing Certificate of Amendment of Restated Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The Corporation has two classes of shares outstanding. The total number of shares of Common Stock issued and outstanding is 2,609,414. The number of shares of Common Stock voting in favor of the proposed amendments is 1,797,484. Therefore, sixty nine percent (69%) of the Corporation's issued and outstanding shares of Common Stock voted in favor of the amendments set forth in this Certificate, which percentage exceed the majority vote set forth in Sections 902 and 152 of the Corporations Code. The Corporation has one class of Preferred Stock, which is not entitled to vote with respect to the amendments.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

Dated: December 29, 1998

  
Randall S. Fritchie, President

  
Renee A. Feller, Secretary

