State of Delaware
Secretary of State
Division of Corporations
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STATE OF DELAWARE
CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION
OF
MILLENNIUM PRIME, INC.

Pursuant to Delaware § 242

• **First:** That at a meeting of the Board of Directors of Millennium Prime, Inc. resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and soliciting written consents of the stockholders of said corporation for consideration thereof.

The resolutions setting forth the proposed amendment is as follows:

Resolved, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "Fourth" so that, as amended, said Article shall be and read as follows:

"FOURTH: The total number of shares of stock which the Corporation shall have the authority to issue is 1,010,000,000 shares of which 1,000,000,000 shall be shares of Common Stock, par value $.0001 per share, and 10,000,000 shall be shares of Preferred Stock, par value $1.00 per share.

The Corporation may issue one or more series of the Preferred Stock, each of which series may have such voting powers, full or limited, or no voting powers, such other powers, and such designations, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions thereon, if any, as shall be stated and expressed in a resolution providing for the issuance of such series adopted by the Board of Directors. The authority of the Board of Directors with respect to each series of the Preferred Stock shall include but not be limited to, determination of the following:

A. The number of shares of Preferred Stock of any series issued and the distinctive designation of the shares of such series of stock, if any;

B. The dividend rate on the shares of any series of Preferred Stock, whether dividends shall be cumulative, and if so, from which date or dates, and whether they shall be payable in preference to, or in another relation to, the dividends payable on any other shares of stock.

C. Whether any series of shares of Preferred Stock shall have conversion or exchange privileges, and if so, the terms and conditions of such conversion or exchange, including provision for adjustment of the conversion or exchange rate in such events as the Board of Directors shall determine;

D. Whether or not any series of shares of Preferred Stock shall be redeemable, and if so, the terms and conditions of such redemption, including the manner of selecting shares

of Preferred Stock for redemption if less than all shares of a series are to be redeemed, the date or dates upon or after which they shall be redeemable, and the amount per share of stock payable in case of redemption, which amount may vary under different conditions and at different redemption dates.

E. Whether any series of shares of Preferred Stock shall be entitled to the benefit of a sinking fund to be applied to the purchase or redemption of the shares of stock, and if so, the terms and amounts of such sinking funds.

F. The rights of any series of shares of Preferred Stock to the benefit of conditions and restrictions upon the creation of indebtedness of the Corporation or any subsidiary, upon the issue of any additional shares of stock (including additional shares of stock of such series or of any other series) and upon the payment of dividends or the making of other distributions on, and the purchase, redemption or other acquisition by the Corporation or any subsidiary of, any outstanding shares of stock of the Corporation.

G. The rights of any series of shares of Preferred Stock in the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation and whether such rights shall be in preference to, or in another relation to, the comparable rights of any other class or classes or series of shares of stock; and

Any other relative, participating, optional or other special rights, qualifications, limitations or restrictions of any series of shares of Preferred Stock."

• **Second:** That thereafter, pursuant to resolution of its Board of Directors, signed written consents were received in accordance with Section 228 of the General Corporation Law of the State of Delaware representing the necessary number of shares as required by statute were voted in favor of the amendment.

• **Third:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

• **Fourth:** The effective date of said amendment shall be May 30, 2010 for accounting purposes only.

MILLENNIUM PRIME, INC.

By: /s/ John F. Marchese
John F. Marchese, President

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Florida Department of State
Division of Corporations
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LIMITED LIABILITY COMPANY

Bong Spirit Imports, LLC

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Orlando, FL 32801
(407) 649-4287

Articles of Organization

of

Bong Spirit Imports, LLC

ARTICLE I

Name and Duration

The name of this Limited Liability Company is Bong Spirit Imports, LLC (hereinafter referred to as the "Company"). The duration of the Company shall commence upon the filing of these Articles of Organization and shall be perpetual.

ARTICLE II

Principal Office

The mailing address and street address of the principal office of the Company is 635 West Michigan Street, Orlando, Florida 32805, or such other place as the members of the Company may determine from time to time.

ARTICLE III

Registered Office and Agent

The address of the registered office of the Company in the State of Florida is 635 West Michigan Street, Orlando, Florida 32805. The name of the registered agent at such address is James Beach Drummond.

DATED as of the 21st day of December, 2004.

By: _____
James Beach Drummond
Managing Member

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Florida Statute Section 608.415, Bong Spirit Imports, LLC submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the limited liability company is Bong Spirit Imports, LLC.

2. The name and address of the registered agent and office is: James Beach Drummond, 635 West Michigan Street, Orlando, Florida 32805.

Having been named as registered agent and to accept service of process for the above-named limited liability company at the place designated in this certificate, the undersigned, by and through its duly elected officer, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of the position as registered agent.

Dated: December 21, 2004

James Beach Drummond

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TALLAHASSEE, FLORIDA