



A97000002263

ACCOUNT NO. : 072100000032
 REFERENCE : 611243 4329479
 AUTHORIZATION : *Patricia Piquet*
 COST LIMIT : \$ 105.00

ORDER DATE : November 24, 1997
 ORDER TIME : 10:44 AM
 ORDER NO. : 611243-010
 CUSTOMER NO: 4329479

FILED
 NOV 24 PM 2:29
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA
 400002355254-6

CUSTOMER: Karen Didea, Legal Asst
 Baker & Hostetler Suntrust
 200 South Orange Avenue
 Po Box 112
 Orlando, FL 32802-0112

DOMESTIC AMENDMENT FILING

NAME: ABP INTERNATIONAL, LTD.

~~EFFECTIVE DATE: FILE SECOND~~

ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: *DK*

RECEIVED
 97 NOV 24 AM 11:27
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

11/24/97

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF

ABP INTERNATIONAL, LTD.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 620.109 of the Florida Statutes, the Certificate of Limited Partnership for APB International, Ltd. (the "Partnership") was filed with the Florida Department of State on October 20, 1997, under Document Number A97000002263, and the Partnership hereby adopts and files the following Certificate of Amendment to Certificate of Limited Partnership:

FIRST: The Partnership, by and through its General Partner, has determined it to be in the best interest to change the name of the Partnership from ABP INTERNATIONAL, LTD. to ABP CARIBBEAN, LTD. Therefore, Paragraph 1 of the Partnership's Certificate of Limited Partnership shall be deleted in its entirety and the following inserted in its place:

"1. Name. The name of the limited partnership shall be ABP CARIBBEAN, LTD."

SECOND: Articles of Amendment to Articles of Incorporation of ABP International, Inc., the sole general partner of the Partnership, which changed the corporate name to ABP Caribbean, Inc., have been filed with the Secretary of State of Florida. In connection with the corporate name change of the general partner, Paragraph 2 of the Partnership's Certificate of Limited Partnership shall be deleted in its entirety and the following inserted in its place:

"2. General Partner. The name and the business address of the General Partner of the Limited Partnership shall be:

ABP CARIBBEAN, INC.
711 N.W. 72nd Avenue
Miami, Florida 33126"

P97000084579

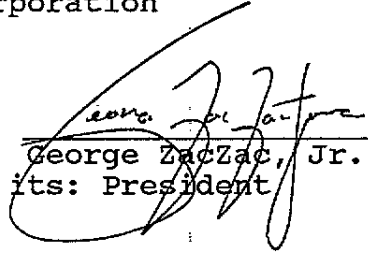
THIRD: All other provisions of the Partnership's Certificate of Limited Partnership shall remain in full force and effect, unaltered except as expressly provided above.

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TALLAHASSEE FLORIDA

FOURTH: The effective date of filing the Certificate of Amendment to Certificate of Limited Partnership shall be the date the document is filed with the Florida Department of State.

The undersigned affirms, under the penalties of perjury, that this Certificate of Amendment to Certificate of Limited Partnership is executed on this 7th day of November, 1997, and to the best of its knowledge and belief, the facts stated in this certificate are true.

ABP CARIBBEAN, INC., f/k/a ABP INTERNATIONAL, INC., a Florida corporation

By: 
George Zaczac, Jr.
As its: President

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