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November 20, 1997

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

500002355485--5
-11/24/97--01104--008
*****35.00 *****35.00

Re: Official Name Change

Dear Sir/Madam:

Enclosed please find the completed Application by Foreign Profit Corporation to file Amendment to Application for Authorization to transact business in Florida to officially change the corporation name from Vie de France Corporation to Cuisine Solutions, Inc.. Enclosed is a certified copy of the Certificate of Amendment from the State of Delaware where the corporation was originally organized and the \$35 filing fee. If there are any questions, please do not hesitate to call. Thank you.

Very truly yours,

GRAD, LOGAN & KLEWANS, P.C.

SEAN C.E. McDONOUGH

SCEM/jw
Encls.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 NOV 24 11 9:21

APPROVED
AND
FILED

Handwritten notes:
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F9500000 SF
508
22
11-24-97
LR

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. Vie de France Corporation
Name of corporation as it appears on the records of the Department of State.
2. Delaware
Incorporated under laws of
3. 12-15-95
Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 11-04-97
5. Cuisine Solutions, Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
N/A
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
N/A
New Jurisdiction

SECRETARY / STATE
TALLAHASSEE, FLORIDA

97 NOV 24 9 21

APPROVED
AND
FILED

Leara Dory
Signature
Leara Dory
Typed or printed name

11/20/97
Date
Secretary
Title

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "VIE DE FRANCE CORPORATION", CHANGING ITS NAME FROM "VIE DE FRANCE CORPORATION" TO "CUISINE SOLUTIONS, INC.", FILED IN THIS OFFICE ON THE FOURTH DAY OF NOVEMBER, A.D. 1997, AT 11:40 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

0807236 8100

971375950

AUTHENTICATION: 8750242

DATE: 11-12-97

CERTIFICATE OF AMENDMENT
OF THE
RESTATED CERTIFICATE OF INCORPORATION
OF VIE DE FRANCE CORPORATION

(Changing the corporate name from Vie de France Corporation to Cuisine Solutions, Inc.)

VIE DE FRANCE CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of the Corporation held on October 30, 1997, resolutions were duly adopted setting forth a proposed amendment to the Restated Certificate of Incorporation of the Corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of the Corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Restated Certificate of Incorporation of the Corporation be amended by changing the Paragraph thereof numbered "FIRST" so that, as amended, said Paragraph shall be and read in its entirety as follows:

"FIRST: The name of the corporation (hereinafter called the Company) is Cuisine Solutions, Inc.

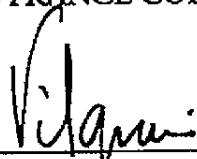
SECOND: That thereafter, pursuant to resolution of its Board of Directors, a meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required 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: That the capital of said Corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, Vie de France Corporation (hereafter "Cuisine Solutions, Inc.") has caused this Certificate to be signed by Stanislas Vilgrain, its President, and attested by Leana Dory, its Secretary, this 3rd day of NOVEMBER, 1997.

VIE DE FRANCE CORPORATION

By 
Stanislas Vilgrain, President

ATTEST:


Leana Dory, Secretary