___ of ___

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

RE: Really Food, Inc.

M26362

NAME ______
FIRM ______
ADDRESS ______

PHONE ( ) ______

Service: Top Priority ______ One Day Service   Regular ______ Two Day Service

To us via ______ Return via ______

Matter No.: ______ Express Mail No. ______

State Fee $ ______ Our $ ______

	C.C. FEE.	DISBURSED
___ Capital Express		
___ Inc. File		
___ Corp. Record Search		
___ Ltd. Partnership File		
___ Foreign Corp. File		
✓ ( ) Cert. Copy(s) ______		
✓ Art. of Amend. File		
___ Dissolution/Withdrawal		
___ C U S- ______		
___ Fictitious Name File		
___ Name Reservation		
___ Annual Report/Reinstatement		
___ Reg. Agent Service		
___ Document Filing		
___ Corporate Kit	*****87.50	*****87.50
___ Vehicle Search		
___ Driving Record		
___ Document Retrieval		
___ UCC 1 or 3 File		
___ UCC 11 Search		
___ UCC 11 Retrieval		
___ ___ File No.'s, ___ Copies		
___ Courier Service ______		
___ Shipping/Handling		
___ Phone ( )		
___ Top Priority ______		
___ Express Mail Prep. ______		
___ FAX ( ) pgs.		
SUBTOTALS ______		

0000021696O0--0
-05/07/97--01068--016

97 MAY -7 PM 12:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

97 MAY -7 AM 10:29
DIVISION OF CORPORATION
RECEIVED

FEE......
DISBURSED......
SURCHARGE......
TAX on corporate supplies......
SUBTOTAL...... $
PREPAID...... $
BALANCE DUE...... $
$

5/7
Tom Amend

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	5-7-97		
TIME	950		CK No.
BY	LS		

WALK-IN
Will Pick Up ______ ______

3

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

FILED

97 MAY -7 PM 12:24

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

REALLY FOOD INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Article VII (A) Registered Agent and Registered Office
The Registered Agent of this Corpoation shall be: MARIA M. PAZ
The Registered Office shall be 10323 S. W. 28th Street, Miami FL 33165

Article VIII Directors & Officers
The name and address of the Board of Directors of this corporation who shall hold office for the following year, or until their successors are chosen shall be:

Name	Address
Maria M. Paz, President	10323 S.W. 28th St., Miami FL 33165

The name and address of the Officers of this corporation who shall hold office for the following year, or until their successors are chosen shall be:

Name	Address
Maria M. Paz, President/Secretary	10323 S.W. 28th St., Miami FL 33165

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: May 6, 1997

FOURTH: Adoption of Amendment(s) (**CHECK ONE**)

- [x] The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

- [ ] The amendment(s) was/were approved by the shareholders through voting groups.
  The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

  "The number of votes cast for the amendment(s) was/were sufficient for approval by ______________________________."
  voting group

- [ ] The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

- [ ] The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 6th of May, 19 97.

Signature Maria M. Paz, President
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Maria M. Paz
Typed or printed name

President
Title

Acknowledgment by new Registered Agent:

Having been named to accept services of process for the above state corporation, at place designated in this certificate, I hereby accept the appointment to act in this capacity, and I am familiar with, and accept the obligations of this position and agree to comply with the provisions of said Act.

Maria M. Paz
Maria M. Paz, Registered Agent

NOTARY PUBLIC, STATE OF FLORIDA
MARY ANN E. CANOVA
MY COMMISSION EXPIRES
NOVEMBER 3, 1998

SWORN TO and SUBSCRIBED BEFORE ME this 6th day of May, 1997, and who is personally known to me.

Mary Ann E. Canova
Notary Public, State of Florida