

P000000013369

ROGERS, BOWERS, DEMPSEY AND PALADINO

ATTORNEYS

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SUITE 1330

WEST PALM BEACH, FLORIDA 33401

ROBERT O. ROGERS
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W. GLENN DEMPSEY
RICHARD PALADINO
ALLISON B. ROGERS

March 17, 2000

TELEPHONE (561) 655-8980
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VIA FEDERAL EXPRESS

Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

900003176819-6
-03/21/00-01009-021
*****43.75 *****43.75
\$122.50
ML

In re: Amendment to Articles of Incorporation and
Filing of new Articles of Corporation

To Whom It May Concern:

Enclosed herewith is an original and one copy of an Amendment to Articles of Incorporation changing the name of the corporation from Food Marketing Group, Inc. to Food Marketing Services, Inc.

After such Amendment has been filed, then the Articles of Incorporation for the new company (Food Marketing Group, Inc.) should be filed. The Amendment and filing of the Articles must be done in the manner described in order to make available the name of Food Marketing Group, Inc. for the new corporation.

We have enclosed a check in the amount of \$122.50 to cover the filing fees for the above-referenced documents and a certified copy of each. If you have any questions, please call me.

Sincerely,

ROGERS, BOWERS, DEMPSEY AND PALADINO



Robert O. Rogers

ROR:jiw
Enclosures - a/s

Name change
LF 3-24-00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 20 AM 8:18

P.S.: PLEASE RETURN FILED AMENDMENT AND ARTICLES OF INCORPORATION
VIA THE ENCLOSED FEDERAL EXPRESS ENVELOPE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAR 20 AM 8:18

AMENDMENT TO ARTICLES OF INCORPORATION OF

FOOD MARKETING GROUP, INC.

WHEREAS, the Directors and owners of all of the common stock of FOOD MARKETING GROUP, INC., a Florida corporation, did unanimously approve an Amendment to the Articles of Incorporation at a meeting of the shareholders and Directors held on March 3, 2000, subject only to approval thereof by the Secretary of State, State of Florida, amending ARTICLE I for the purpose of changing its name.


NOW, THEREFORE, it is provided that the Articles of Incorporation shall be amended as follows:

1. ARTICLE I of the Articles of Incorporation which relates to the name of the corporation shall be amended for the purpose of changing its name to provide as follows:


The name of this corporation is FOOD MARKETING SERVICES, INC.

IN WITNESS WHEREOF, we, the undersigned President and Secretary have hereunto
set our hands and seals this _____ day of March, 2000.

FOOD MARKETING GROUP, INC.

By: 
Mark B. Hendler
President

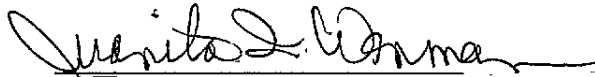
Attest:


Mark B. Hendler
Secretary

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH

I do hereby certify that on this day, Mark B. Hendler, President, and Mark B.
Hendler, Secretary, personally appeared before me, the undersigned authority, to me
well known and well known to be the individuals described in and who executed the foregoing
Amendment to the Articles of Incorporation and acknowledged the same to be their free act and
deed for the purpose therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in
the County and State named above this 13th day of March, 2000.



Notary Public
State of Florida at Large

[NOTARIAL SEAL]

My Commission Expires:

