



P01000042931

FILED
2001 JUN 13 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 183447 123700A
AUTHORIZATION :
COST LIMIT : \$ 35.00

Patricia Piggitt

ORDER DATE : June 12, 2001

ORDER TIME : 10:57 AM

ORDER NO. : 183447-005

CUSTOMER NO: 123700A

400004418044--2

CUSTOMER: Charles M. Sanders, Jr., Esq
Charles M. Sanders, Jr.
1485 50th Court

Vero Beach, FL 32966

DOMESTIC AMENDMENT FILING

NAME: FLORIDA GROWERS MARKETING,
INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

Amend + N.C.

G. COULLETTE JUN 13 2001

CONTACT PERSON: Janna Wilson -- EXT# 1155

EXAMINER'S INITIALS: _____

File 18th

TO AVOID LITIGATION
SUFFICIENCY OF FILING
2001 JUN 13 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
FLORIDA GROWERS MARKETING, INC.

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation, filed April 26, 2001, Document Number P01000042931,

FIRST: The name of the corporation is FLORIDA GROWERS MARKETING, INC.

SECOND: The following amendments of the Articles of Incorporation were adopted by the corporation:

A. *Article I - Name*

The name of the corporation was changed as follows:

From: FLORIDA GROWERS MARKETING, INC.

To: DIVERSIFIED CITRUS MARKETING, INC.

B. *Article VII - Capital Stock*

The first sentence of *Article VII*, Section 2, was amended to read as follows:

"The common stock of this corporation may be purchased, owned, or held only by producers and cooperative associations of producers of agricultural products (1) who patronize the corporation in accordance with uniform terms and conditions prescribed by it, and (2) who have been approved by the board of directors."

C. *Article VIII—Dissolution*

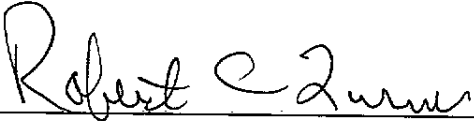
The second paragraph of Article VII was amended to read as follows:

"If any assets of the corporation then remain, they shall be paid as a liquidating dividend to the holders of common stock of the corporation at the commencement of dissolution or liquidation, hereinafter called "Participating Members." Each Participating Member's percentage share of the liquidating dividend shall be determined by dividing the total dollar value of its patronage with the corporation during all full fiscal years of the corporation next preceding commencement of dissolution or liquidation, by the total dollar value of patronage of all Participating Members with the corporation during the same years."

THIRD: The corporation has not yet issued shares. Pursuant to the provisions of §607.1005, Florida Statutes, the Board of Directors of the corporation adopted the foregoing amendments on the 31st day of May, 2001, no shareholder action being required.

DATED: June 6, 2001.

FLORIDA GROWERS MARKETING, INC.


Chairman, Board of Directors

FILED
2001 JUN 13 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA