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Examiner's Initials

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AMENDMENT TO ARTICLES OF INCORPORATION ED OF POPE FARMS, INC. 03 FEB 12 PM 1: 44

The undersigned desires to amend the Articles of Incorporation of Particles of Incorporation of Particles of Incorporation (the "Corporation") pursuant to Section 607.1006 of the Florida Business Corporation Act, and hereby adopts the following amendment to the Corporation's Articles of Incorporation.

I. ARTICLE IV of the Articles of Incorporation is hereby amended to read as follows:

"ARTICLE IV

Capital Stock

The shares of capital stock of the Corporation, all of which shall be fully paid and non-assessable, shall consist of two thousand five hundred (2,500) shares of common stock, par value of one (\$1.00) Dollar per share, and may be issued by the Corporation, as, when and for such consideration as may be fixed from time to time by the Board of Directors.

The authorized shares of common stock shall be divided into two classes, Class A and Class B. Class A shall consist of 500 shares of common stock. Class A shares shall have voting rights on all matters on which Shareholders shall have a right to vote. Class B shall consist of 2,000 shares of common stock. Class B shares shall have no voting rights.

Each share of Class A and Class B common stock shall represent an equal interest in the equity of the Corporation. Each share of Class A and Class B common stock shall have equal rights to dividends and upon liquidation of the Corporation, to liquidation proceeds."

	II.	The foregoing Amendment to the Articles of Incorporation was approved by all of th
Sharel	nolders	of the Corporation on the 7 day of February, 2003.
	IN WI	ITNESS WHEREOF, the undersigned has made and subscribed this Amendment thi
_7th	iay of _	February , 2003. The number of votes cast for the amendment by th
		was sufficient for approval.

POPE FARMS, INC.

By: Barliaca M. Pope Its President