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ATTORNEYS AT LAW

SCOTT, ROYCE, HARRIS, BRYAN, BARRA & JORGENSEN, P.A.

February 1, 1999

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: Organically Fresh, Inc.

000002763490--6
-02/03/99-01051-007
*****35.00 *****35.00

Dear Sir or Madam:

In connection to the above-referenced matter, I am enclosing original Amendment to Articles of Incorporation to the filed with the Florida Department of State.

I am also enclosing a check in the amount of Thirty-Five Dollars & 00/100 (\$35.00) for said filing.

Should you have any questions, please do not hesitate to contact us.

Sincerely,

Cindy T. Hartman

Cindy T. Hartman,
Assistant to Richard K. Barra

cc: Edward D. Popkin, Esq.

Enclosures

K:\FILES\RK\B37678\DOS Ltr.wpd

FILED
99 FEB -3 PM 4:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TLL FEB 9 1999

RICHARD K. BARRA • JOHN L. BRYAN, JR.
J. RICHARD HARRIS • JOHN M. JORGENSEN • DONNA A. NADEAU
RAYMOND W. ROYCE • KEVIN M. WAGNER • ROBERT C. SCOTT (1925-1982)

4400 PGA BOULEVARD, SUITE 800 • PALM BEACH GARDENS, FLORIDA 33410
(561) 624-3900 • FAX (561) 624-3533 • EMAIL: scottroyce@ibm.net

AMENDMENT TO
ARTICLES OF INCORPORATION
OF
ORGANICALLY FRESH, INC.

FILED
99 FEB -3 PM 4:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. ARTICLE I of the Articles of Incorporation of ORGANICALLY FRESH, INC. is amended as follows:

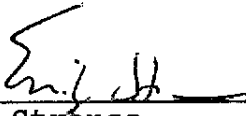
ARTICLE I

The name of the corporation shall be:

JG AND ES, INC.

2. The Consent to the foregoing amendment, a copy of which is attached hereto and made a part hereof as Exhibit "A" was adopted by the shareholders of this corporation on January 29, 1999.

IN WITNESS WHEREOF, the undersigned as President of the corporation has executed these Articles of Amendment on January 29, 1999.



Emily Strauss
President

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Emily Strauss, as President of Organically Fresh, Inc. to me known to be the person described in and who executed the foregoing Amendment to Articles of Incorporation and acknowledged before me that he executed the same.

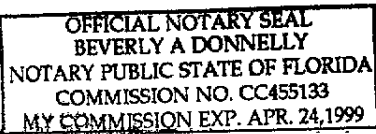
WITNESS my hand and official seal in the County and State last aforesaid, this 29th day of January, 1999.



NOTARY PUBLIC

BEVERLY A. DONNELLY

My commission expires:



CONSENT TO AMENDMENT
 OF
 ARTICLES OF INCORPORATION
 OF
 ORGANICALLY FRESH, INC.

The undersigned being all of the directors and all of the stockholders of ORGANICALLY FRESH, INC. entitled to vote with respect thereto, and in the case of the stockholders, each being the holder of the number and class of shares set forth opposite his/her name below, hereby authorize, adopt and consent to the following amendment to the Articles of Incorporation: The name of the corporation is changed from ORGANICALLY FRESH, INC. to JG AND ES, INC.


Name of Stockholder	Signature	No. of Shares	Date
Emily Strauss	<u>Emily Strauss</u>	500	1/29/99
John Galamaga	<u>John Galamaga</u>	500	1/29/99
Name of Directors:			
Emily Strauss	<u>Emily Strauss</u>	500	1/29/98
John Galamaga	<u>John Galamaga</u>	500	1/29/98

NOTICE OF SPECIAL MEETING OF
BOARD OF DIRECTORS AND STOCKHOLDERS OF
ORGANICALLY FRESH, INC.

TO ALL OFFICERS AND DIRECTORS OF

NOTICE is hereby given that a Special Meeting of the Stockholders and Board of Directors of ORGANICALLY FRESH, INC. will be held on January 29, 1999 at the law offices of Popkin & Shurpin, P. A., 2499 Glades Road, Suite 114, Boca Raton, FL 33431.

Dated: January 29, 1999



Emily Strauss, President

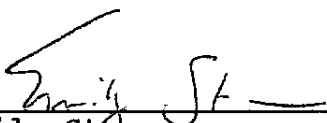
MINUTES OF SPECIAL MEETING OF
BOARD OF DIRECTORS AND STOCKHOLDERS OF
ORGANICALLY FRESH, INC.

A special meeting of the officers, directors and stockholders of ORGANICALLY FRESH, INC. was held on January 29, 1999 at the law offices of Popkin & Shurpin, P.A., 2499 Glades Road, Suite 114, Boca Raton, FL 33431 at 10:00 A.M.

All officers, directors and shareholders were present at the meeting and Emily Strauss as President presided as Chairman of the meeting and John Galamaga acted as Secretary.

The President advised that the purpose of the meeting was to change the name of the corporation to JG and ES, INC.

UPON MOTION duly made, seconded and passed, the President and Secretary were authorized to execute all necessary documents to effectuate a change of the name of the corporation to JG and ES, INC.



Emily Strauss
President