



S 50312

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ACCOUNT NO. : 072100000032
REFERENCE : 206784 9761A
AUTHORIZATION : *Patricia Pizotti*
COST LIMIT : \$ 140.00

ORDER DATE : December 31, 1996
ORDER TIME : 12:36 PM
ORDER NO. : 206784-005
CUSTOMER NO: 9761A

CUSTOMER: Robert M. Lloyd, Esq
Neill Griffin Jeffries & Lloyd
Suite 200
311 South Second Street
Fort Pierce, FL 34950

FILED
96 DEC 31 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: PEACE RIVER CITRUS PRODUCTS,
INC.

EFFECTIVE DATE:

XXX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX 2 SETS CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail Williams

EXAMINER'S INITIALS:

AM
12/31

RECEIVED
96 DEC 31 AM 1:16
DIVISION OF CORPORATION

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
PEACE RIVER CITRUS PRODUCTS, INC.**

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is PEACE RIVER CITRUS PRODUCTS, INC.
2. The text of the Amendment is as follows:

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that Corporation is authorized to have outstanding at any time is 100,000 shares of common stock, consisting of 1,000 voting shares of common stock having a par value of Ten (10¢) cents per share and 99,000 non-voting shares of common stock having a par value of Ten (10¢) cents per share, with the consideration paid for each share to be in money, property or services, as may be fixed by the Board of Directors. Voting shares and non-voting shares shall be identical in all respects, share for share, except that the non-voting shares shall carry no right to vote for the election of directors of the Corporation, and no right to vote in any matter presented to the shareholders for their vote or approval, except only as the laws of the State of Florida require that voting rights be granted to such non-voting shares.

The Corporation is authorized to issue only one (1) class of stock within the meaning of Subchapter S of the Internal Revenue Code. If this Corporation is established as a Subchapter S corporation, then in that case, all applicable Internal Revenue Code regulations and other controlling legislation pertaining to and/or authorizing Subchapter S corporations are specifically incorporated into these Articles of Incorporation and any future legislation applicable to Subchapter S corporations shall be construed to apply to this Corporation in order that this Corporation may comply with and maintain its Subchapter S status.

3. Each share of stock issued and outstanding prior to the adoption of this Amendment shall be changed into and become, effective upon the filing of this Amendment with the Department of State of the State of Florida, into one (1) voting share of common stock having a par value of ten (10¢) cents and nine (9) non-voting shares of common stock having a par value of ten (10¢) per share.
4. The Amendment was adopted on the 30th day of December, 1996.
5. The Amendment was unanimously approved by the shareholders of the Corporation in accordance with the requirements of the Florida Business Corporation Act.

Dated December 30, 1996.

95 DEC 31 PM 2:21
FILED
SECRETARY OF STATE
TALLAHASSEE, FLA

STATE OF FLORIDA

COUNTY OF ST. LUCIE

BEFORE ME, the undersigned authority, personally appeared R. WILLIAM BECKER, President of PEACE RIVER CITRUS PRODUCTS, INC., a Florida Corporation, who is personally known to me and who executed the above Articles of Amendment to the Articles of Incorporation on behalf of the Corporation, and he did freely and voluntarily acknowledge before me that he made and executed the same on behalf of the Corporation for the use and purposes herein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in said County and State this 30th day of December, 1996.

Forsten A. Melanko

Notary Public - State of Florida

Printed Name: _____

My Commission Expires: _____



FORSTEN A MELANKO
My Commission OC-468803
Expires May 21, 1999
Bonded by ANB
800-622-8276