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March 12, 1997

Our File No. 7617001
CERTIFIED MAIL - RRR

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: E & G FOOD CO.,
a Florida corporation

300002119893--9
-03/20/97--01142--007
*****87.50 *****87.50

Dear Sir:

I am enclosing one original and one copy of the Articles of Amendment to the Articles of Incorporation, of the above-referenced corporation. Please file the original with the Division and provide a Certified Copy of this filing to the undersigned at your earliest convenience.

Also enclosed is our check in the amount of \$87.50 representing your filing fees as follows:

Filing fees	35.00
Certified Copy	<u>52.50</u>
	\$87.50
	==

Thank you for your prompt attention to this matter.

Sincerely yours,



Miguel M. Gonzalez

Enclosures

FILED
97 MAR 20 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SH 3/25

**ARTICLES OF AMENDMENT
TO
THE ARTICLES OF INCORPORATION
OF
E & G FOOD CO.**

**FILED
97 MAR 20 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

THESE ARTICLES OF AMENDMENT are made and executed for and on behalf of E & G FOOD CO., a corporation organized and existing under the laws of the State of Florida, by virtue of Articles of Incorporation filed with the Department of State, Division of Corporations, State of Florida (the "Department"), on October 20, 1967, under Charter Number 322215, and amended several times by Certificates of Amendment filed with the Department, TO AMEND said Articles of Incorporation, to completely delete Article III of the original Articles of Incorporation, as amended, and to replace same by the following, to wit:

ARTICLE III

The maximum number of shares of stock which the Corporation shall have outstanding at any time shall be three million (3,000,000) shares, all of which shall be common shares with a par value of One Dollar (\$1.00) per each share. All or any part of the capital stock may be paid in lawful monies of the United States of America, in real or personal property, or in services at a true value thereof.

These Articles of Amendment were adopted on February 28, 1997, pursuant to Section 607.1006 of the Florida Statutes by written consent of all the directors and all of the

shareholders of the corporation eligible to vote manifesting their intention that the foregoing amendment to the Articles of Incorporation be adopted.

IN WITNESS WHEREOF, the undersigned officer of E & G FOOD CO. set their hands for and affix the seal of the corporation this 7th day of March, 1997.

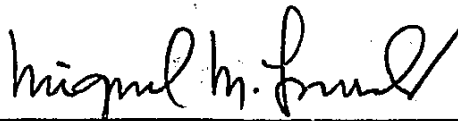
E & G FOOD CO.

By:


Guillermo Quirch, II, President

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

The foregoing instrument was acknowledge before me this 7th day of March, 1997, by Guillermo Quirch, II, as President of E & G FOOD CO., () who is personally known to me or () who has produced _____, as identification.



Notary Public, STATE OF FLORIDA

Print Name: MIGUEL M. GONZALEZ

My Commission Expires:

