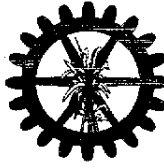


GLADES SUGAR HOUSE

Sugar Cane Growers Cooperative of Florida



POST OFFICE BOX 666

BELLE GLADE, FLORIDA

33430-0666

790825

February 3, 2000

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*****23.75 *****23.75

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir or Madame:

Enclosed are the Articles of Amendment form and the attached Amendment to Articles for Sugar Cane Growers Cooperative of Florida, a Florida Cooperative Agricultural Marketing Association incorporated under Chapter 618 Florida Statutes.

The statutory fee for Amendments to Articles of Agricultural Cooperative Marketing Associations is fixed at \$15.00. See Section 618.05 Florida Statutes. We are also requesting a Certified copy. We are therefore submitting a check in the amount of \$23.75 made payable to the Secretary of State.

Sincerely,

Jeffrey J. Ward

Jeffrey J. Ward
Vice-President--Legal Affairs

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR -9 AM 11:31

Amend
LFS 3-24-2000



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 17, 2000

Jeffrey J. Ward
% SUGAR CANE GROWERS COOPERATIVE OF FLA
Post Office Box 666
Belle Glade, FL 33430-0666

SUBJECT: SUGAR CANE GROWERS COOPERATIVE OF FLORIDA
Ref. Number: 790825

We have received your document for SUGAR CANE GROWERS COOPERATIVE OF FLORIDA and your check(s) totaling \$23.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Bylaws are not filed with this office. Please retain them for your records.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

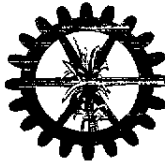
If you have any questions concerning the filing of your document, please call (850) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 800A00008595

GLADES SUGAR HOUSE

Sugar Cane Growers Cooperative of Florida



POST OFFICE BOX 666

33430-0666

BELLE GLADE, FLORIDA

March 7, 2000

Mr. Louise Flemming-Jackson
Corporate Specialist Supervisor
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

Re: Sugar Cane Growers Cooperative of Florida
Ref. Number: 790825

Dear Ms. Flemming-Jackson:

Thank you for finding the error in our previous submission. I am submitting corrected documents.

Please call me if you have any questions at (561) 996-4724.

Sincerely,

A handwritten signature in cursive script that reads "Jeffrey J. Ward".

Jeffrey J. Ward
Vice President--Legal Affairs

Enclosure

ARTICLES OF AMENDMENT
THE CERTIFICATE OF INCORPORATION
OF
SUGAR CANE GROWERS COOPERATIVE
OF FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR -9 AM 11:30

(1) Article VII of the Certificate of Incorporation of Sugar Cane Growers Cooperative of Florida is hereby amended to read as follows:

Section 1. The capital stock of the Association shall consist of 300 shares of Class A common stock of the par value of ONE HUNDRED DOLLARS (\$100) per share; 1,500,000 shares of Class B common stock of the par value of FOUR DOLLARS AND SEVENTY-FIVE CENTS (\$4.75) per share; 1,685,462 shares of Class C common stock of the par value of TWO DOLLARS AND THIRTY SEVEN AND ONE-HALF CENTS (\$2.37 ½) per share; 500,000 shares of Class D common stock of the par value of TWO DOLLARS AND THIRTY SEVEN AND ONE-HALF CENTS (\$2.37 ½) per share and 150,000 shares of preferred stock of the par value of FIVE DOLLARS (\$5.00) per share. Class A, Class B, Class C and Class D common stock, and the preferred stock shall have the rights, privileges and immunities hereinafter set forth. However, the amount of the capital with which the Association shall begin business shall not be less than FIVE HUNDRED DOLLARS (\$500).

(2) Article VII of the Certificate of Incorporation is also hereby amended by adding thereto a Section 3(b) as follows:

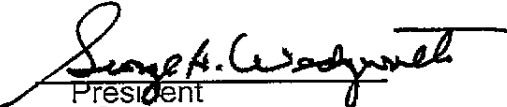

Section 3 (b). Class D common stock may be bought and held only by an eligible member of the Cooperative and shall have the same rights, privileges and

immunities and shall be subject to the same restrictions and conditions as Class A, except however, that each and every single share of Class D stock shall have no voting rights whatsoever. The ownership of Class D stock shall be in such proportion as the base tonnage of each shareholder holding Class D stock bears to the total base tonnage of all other Class D shareholders of the Association, one share being issued for each base ton contracted to be marketed through the Association. The transfer of each share of Class D stock shall automatically transfer to the new owner the right to the base ton which the certificate of stock represents, as well as the obligations and right imposed upon the producer of each base ton under the Association's marketing agreement, to be issued with such Class D stock. Shares of non-voting common stock shall be plainly stamped "non-voting." The holder of the shares of non-voting stock shall not be entitled to notice of any meetings of stockholders and shall not be entitled to vote upon any questions whatsoever which may be presented and decided upon at any such meeting of stockholders. The registered holders of such non-voting stock shall be entitled to participate, share for share on a par-value basis with the holders of all common stock in any dividends or distributions and liquidation which may hereafter be declared and paid by the Association, after a full accounting for all patronage obligations.

(3) The foregoing amendment was adopted by a unanimous vote of the Board of Directors at its regular meeting held on December 16, 1999 at the office of the Association; that a meeting of the members of the association was held at the office of the Association on January 20, 2000 on which date the foregoing amendment was adopted by a majority vote of the members representing a quorum of members

attending the meeting.

IN WITNESS WHEREOF, the undersigned President and Assistant Secretary of this corporation have executed these Articles of Amendment this 7th day of March, 2000.


President

Assistant Secretary

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this ___ day of March, 2000 by George H. Wedgworth, President and John W. Gray, Assistant Secretary of Sugar Cane Growers Cooperative of Florida, a Florida Agricultural Cooperative Marketing Association incorporated under Chapter 618 Florida Statutes, on behalf of the Association. They are personally known to be or have produced a driver's license as identification and did take an oath.

(NOTARY SEAL)


Notary Public

