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BASIC AMENDMENT

APISIS FARMS, INC.

Certificate of Status	0
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AMEND
7-9

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JULY 9, 2002

APISIS FARMS, INC.
5300 FIRST UNION FINANCIAL CENTER
200 SOUTH BISCAYNE BLVD.
MIAMI, FL 33131-2339

SUBJECT: APISIS FARMS, INC.
REF: P01000080456

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KAREN GIBSON
CORPORATE SPECIALIST

FAX AUD. #: H02000162844
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AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

APISIS FARMS, INC.

A. The name of the Corporation is Apisis Farms, Inc.

B. The Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Florida on August 15, 2001 ("Articles of Incorporation").

C. The Board of Directors of the Corporation duly adopted a resolution by a unanimous written consent dated July 8, 2002, proposing and declaring advisable the amendments to the Articles of Incorporation described herein, and the Corporation's sole shareholder duly adopted such amendments by a written consent dated July 8, 2002, all in accordance with the provisions of Sections 607.10025 and 607.1003 of the Florida Business Corporation Act and the other relevant sections thereof.

D. The text of the Articles of Incorporation of the Corporation is hereby amended and restated in its entirety to read as follows:

ARTICLE I

The name of the Corporation is: Apisis Farms, Inc.

ARTICLE II

The street address of the corporation's registered office is, 5300 First Union Financial Center, 200 South Biscayne Boulevard, Miami, Florida 33131-2339. The name of the corporation's registered agent is Ethan W. Johnson.

ARTICLE III

The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV

The total number of shares of capital stock which the Corporation shall have authority to issue is 10,000,000, consisting of 6,000,000 shares of Class A Common Stock, $.01 par value per share ("Class A Stock"), and 4,000,000 shares of Class B Common Stock, $.01 par value per share ("Class B Stock") (the Class A Stock and the Class B Stock are hereinafter collectively referred to as the "Common Stock"). The powers, privileges and rights, and the qualifications, limitations or restrictions, of the Common Stock are identical except that the shares of Class B

Stock may be redeemed by the Corporation in the manner provided in the Corporation's Shareholders' Agreement dated July 8, 2002, of which each holder of Class B Stock shall be a party. A copy of the Shareholders' Agreement is on file at the principal office of the Corporation.

ARTICLE V

To the fullest extent permitted by the Florida Business Corporation Act as the same exists or as may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of his fiduciary duty as a director.

The Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director or officer of the Corporation or any predecessor of the Corporation or serves or served at any other enterprise as a director, officer or employee at the request of the Corporation or any predecessor to the Corporation and shall advance to such person expenses (including attorneys' fees) incurred in connection with any such action or proceeding to the fullest extent permitted by law.

Neither any amendment nor repeal of this Article V, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article V, shall eliminate or reduce the effect of this Article V, in respect of any matter occurring, or any cause of action, suit, claim or proceeding that, but for this Article V, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE VI

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute or these Articles of Incorporation, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE VII

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter, amend or repeal the Bylaws of the Corporation.

ARTICLE VIII

1. In General. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors of the Corporation. In addition to the authority and powers conferred upon the Board of Directors by the Florida Business Corporation Act or by the provisions of these Articles of Incorporation, the Board of Directors is hereby authorized and empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject to the provisions of the Florida Business Corporation Act, these Articles of Incorporation and any Bylaws adopted by the shareholders of the Corporation. The

Board of Directors shall be protected from personal liability to the fullest extent permitted under Florida law.

2. Number, Election and Terms of Directors. The number of directors that shall constitute the whole Board of Directors shall be as from time to time fixed by, or in the manner provided in, the Bylaws of the Corporation. Election of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide. Each director shall hold office for the full term for which such director is elected and until such director's successor shall have been duly elected and qualified or until his earlier death, resignation or removal.

ARTICLE IX

Meetings of shareholders may be held within or without the State of Florida, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

ARTICLE X

The Corporation shall have perpetual existence.

IN WITNESS WHEREOF, the Corporation has caused this Amended and Restated Articles of Incorporation to be signed as of this 8th day of July, 2002.

APISIS FARMS, INC.

By:_____
Name: Andrew Marton-Zamora
Title: President