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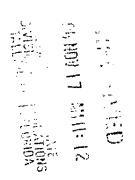
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Other	Merger		
OTHER FILINGS	REGISTRATION/		
Annual Report	QUALIFICATION		
Fictitious Name	Foreign		
Name Reservation	Limited Partnership		
	Reinstatement		
	Trademark	Examiner's Initials	
	Other	Examiner 8 initials	

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MARK J. NOWICKI

LAWYER

480 MAPLEWOOD DRIVE, SUITE 2

JUPITER, FL 33458-5845

MARK J. NOWICKI ALSO ADMITTED IN COLORADO AND MONTANA

OF COUNSEL KENNEDY & ASSOCIATES, P.L. TELEPHONE 561 746-9200
TELEFAX 561 746-9204
RMAII, mnowickiesq@sol.com
WEB www.nowickilaw.com

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PRACTICE LIMITED TO
ESTATE PLANNING,
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RELATED FEDERAL TAX MATTERS

November 11, 2004

Florida Secretary of State Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

Re: Oakland Farms, Inc.

Dear Madam:

I enclose an original Articles of Amendment to Articles of Incorporation for Oakland Farms, Inc. for filing by the Secretary of State. Also enclosed, you will find my check in the amount of \$35 covering filing fees.

Kindly return a date stamped copy of these Articles of Amendment to my office.

If you have any questions, please contact the undersigned directly. Thank you for your attention to this matter.

Sincerely,

Mark J. Nowicki

MJN/dmg

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FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

November 17, 2004

Filings, Inc. 2805 Little Deal Road Tallahassee, FL 32308

SUBJECT: OAKLAND FARMS, INC.

Ref. Number: 265157

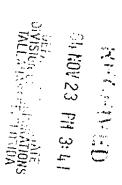
We have received your document for OAKLAND FARMS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey Document Specialist

Letter Number: 404A00065531



AMENDMENT TO ARTICLES OF INCORPORATION OF

OAKLAND FARMS, INC.

The undersigned desires to amend the Articles of Incorporation of Oakland Farms, Inc. (the "Corporation") pursuant to Section 607.187 of the Florida Business Corporation Act, and hereby adopts 39 the following amendment to the Corporation's Articles of Incorporation.

I. ARTICLE III of the Articles of Incorporation is hereby amended to read as follows:

"ARTICLE III.

The shares of capital stock of the Corporation, all of which shall be fully paid and non-assessable, shall consist of one hundred thousand (100,000) shares of common stock, par value of one (\$1.00) Dollar per share, and may be issued by the Corporation, as, when and for such consideration as may be fixed from time to time by the Board of Directors.

The authorized shares of common stock shall be divided into two classes, Class A and Class B. Class A shall consist of 1,000 shares of common stock. Class A shares shall have voting rights on all matters on which Shareholders shall have a right to vote. Class B shall consist of 99,000 shares of common stock. Class B shares shall have no voting rights.

Each share of Class A and Class B common stock shall represent an equal interest in the equity of the Corporation. Each share of Class A and Class B common stock shall have equal rights to dividends and upon liquidation of the Corporation, to liquidation proceeds."

II. All Shareholders and all Directors previously approved and adopted these Articles of Amendment. The number of votes cast for approval and adoption of these Articles of Amendment was sufficient for approval. These Articles of Amendment are adopted effective the date filed with the Secretary of State of Florida.

IN WITNESS WHEREOF, the undersigned has made and subscribed this Amendment this $_{15\,\mathrm{th}}$ day of November, 2004.

ADOPTION DATE WAS 11/15/04

OAKLAND FARMS, INC.

Its President, Norman F. Hales