

576887

LANDIS, GRAHAM, FRENCH, HUSFELD, SHERMAN & FORD, P.A.

ATTORNEYS AT LAW
ESTABLISHED 1902

ERSKINE W. LANDIS (1900-1967)
JOHN L. GRAHAM (1905-1978)
THORWALD J. HUSFELD (1926-1995)
WILLIAM E. SHERMAN *
RICHARD S. GRAHAM
WILLIAM A. OTTINGER
JOE G. DYKES, JR.
FRANK A. FORD, JR.
SAM N. MASTERS
E. CHANNING COOLIDGE, JR.
KENT A. SHOWALTER III
CAROL L. ALLEN

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FRANK A. FORD, SR.
OF COUNSEL
J. COMPTON FRENCH
RETIRED

* BOARD CERTIFIED ESTATE PLANNING
AND PROBATE LAWYER

PLEASE REPLY TO: DELAND OFFICE

December 19, 1997.

Secretary of State - Div. of Corporations
ATTEN: Corporation Amendment Filing
409 E. Gaines Street
Tallahassee, Florida 32399

300002381453--3
-12/23/97--01117--003
*****96.25 *****96.25

RE: **D & B Foods, Inc.** amended to
Spring Garden Foods, Inc.

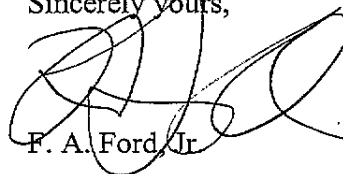
Dear Sir/Madam:

Enclosed please find the original and one copy of the executed Articles of Amendment to Articles of Incorporation for the above-named corporation. Please return a conformed copy of same to the office indicated above. Also enclosed is our firm check in the amount of \$131.25, made payable to the Department of State, in payment of the following fees:

| | |
|------------------------------|-----------------|
| Filing Fee | \$ 35.00 |
| Certified Copy of Document | 52.50 |
| Certificate of Good Standing | 8.75 |
| Total | \$ 96.25 |

Thank you for your assistance in this matter.

Sincerely yours,



F. A. Ford, Jr.

FAFjr/jh
Enclosures

N.C.
01-07-98
cc

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 23 PM 12: 11

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FRANK A. FORD, SR.
OF COUNSEL
J. COMPTON FRENCH
RETIRED

PLEASE REPLY TO: DELAND OFFICE

January 6, 1998

Secretary of State - Div. of Corporations
ATTEN: Corporation Amendment Filing
CHERYL COULLIETTE
409 E. Gaines Street
Tallahassee, Florida 32399

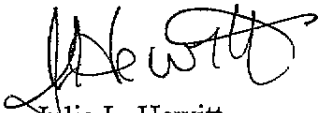
RE: **D & B Foods, Inc.** amended to
Spring Garden Foods, Inc.

Dear Cheryl:

Enclosed please find the original and one copy of the executed Articles of Amendment to Articles of Incorporation for the above-named corporation which was inadvertently left out of the initial package. Thank you so much for you help in this matter!

If you need anything else, just give me a call!!

Sincerely,



Julia L. Hewitt
Legal Secretary to
F. A. Ford, Jr., Esq.

JLH/s
Enclosures

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

D&B FOODS, INC.

1. The present name of the corporation is D&B FOODS, INC. Upon this amendment, the new name of the corporation shall be SPRING GARDEN FOODS, INC.

2. The Articles of Incorporation of D&B FOODS, INC., heretofore approved and filed in the office of the Secretary of State, State of Florida, on June 26, 1978 (under the Corporation's original name of Don Hill Productions, Inc., Charter No. 576887), and subsequently amended by a Name-Change Amendment (to Century International Film Corporation) filed on October 22, 1982, and again amended by a Name-Change Amendment (to D&B Foods, Inc.) on October 19, 1987, are hereby amended in the following particular:

"ARTICLE I. The name of the corporation shall be SPRING GARDEN FOODS, INC."

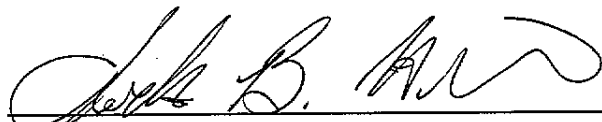
**CERTIFICATE OF APPROVAL OF AMENDMENT OF
ARTICLES OF INCORPORATION
OF
D&B FOODS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 23 PM 12:11

We, the undersigned, being the President and Secretary, respectively of D&B FOODS, INC., hereby certify that the Board of Directors of the corporation did unanimously approve and recommend, on the 24th day of October, 1997, at a meeting duly called for that purpose, that the Articles of Incorporation of D&B FOODS, INC., heretofore filed and approved in the office of the Secretary of State, State of Florida, as stated above, be amended in the manner set forth above and did propose said amendment to the stockholders of the corporation.

WE DO FURTHER CERTIFY that at a meeting duly called for that purpose, the stockholders of the corporation did unanimously approve the foregoing amendment on the 24th day of October, 1997, and that the amendment was adopted as of that date.

IN WITNESS WHEREOF, the President of the corporation has hereunto affixed his signature and the Secretary of the corporation has also hereunto affixed her signature and the corporate seal of the corporation, this 24th day of October, 1997.



Charles Brian Hill, President

Attest:



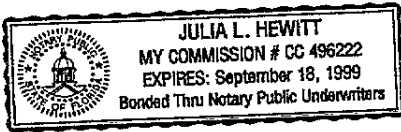
Jayne Marie Hill, Secretary

AFFIDAVIT FOR AMENDMENT OF ARTICLES

STATE OF FLORIDA
COUNTY OF VOLUSIA

I DO HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County above named to take oaths and acknowledgments, personally appeared CHARLES BRIAN HILL, President of D&B FOODS, INC., to me well known to be the individual described in and who executed the foregoing Amendment to Articles of Incorporation and he acknowledged before me that the matters and things contained therein are true, and he did execute the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 24th day of October, 1997.

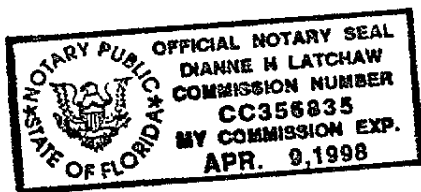


Julia L. Hewitt
Notary Public, State of Florida
Printed/Typed Name of Notary
Commission No. _____
My Commission Expires: _____
Personally Known AND/OR Produced Identification _____
Type of Identification Produced _____

STATE OF FLORIDA
COUNTY OF VOLUSIA

I DO HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County above named to take oaths and acknowledgments, personally appeared JAYNE MARIE HILL, Secretary of D&B FOODS, INC., to me well known to be the individual described in and who executed the foregoing Amendment to Articles of Incorporation and she acknowledged before me that the matters and things contained therein are true, and she did execute the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 24th day of October, 1997.



Dianne H. Latchaw
Notary Public, State of Florida
Dianne H. Latchaw
Printed/Typed Name of Notary
Commission No. _____
My Commission Expires: _____
Personally Known _____ AND/OR Produced Identification
Type of Identification Produced Fl. Dr. Lic. H 400-453-62-705-0