

LAW OFFICES

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SCOTT R. CHRISTIANSEN
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660885

June 18, 1997

State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

100002215741--5
-06/18/97--01063--006
*****43.75 *****43.75

Re: Articles of Restatement - Articles of Incorporation - Troyer Citrus and Produce, Inc.

Gentlemen:

Enclosed please find Articles of Restatement of Articles of Incorporation of Troyer Citrus and Produce, Inc. for filing. Please note that the restated Articles of Incorporation also contain a change to the name of the corporation from Troyer Citrus and Produce, Inc. to Troyer's Unlimited Inc. Please provide me with a certificate confirming the filing of the Restated Articles of Incorporation and also confirming the name change.

I am enclosing a check in the amount of \$43.75 representing the \$35.00 filing fee and the \$8.75 charge for the requested certificate.

Should you have any questions regarding the enclosed, please feel free to give me a call.

Yours very truly,



Scott R. Christiansen

SRC/bm
Enclosures

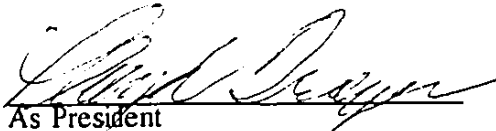
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Restate -
H/ pgf
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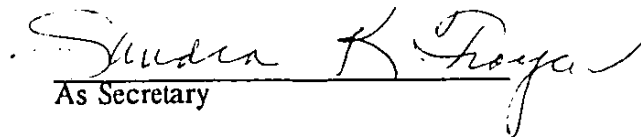
**TROYER CITRUS AND PRODUCE, INC.
ARTICLES OF RESTATEMENT
ARTICLES OF INCORPORATION**

THE UNDERSIGNED president and secretary of Troyer Citrus and Produce, Inc. certify that:

1. The board of directors of the corporation adopted a resolution to restate the articles of incorporation, subject to approval by the stockholders of the corporation to read as set forth in the attached Restated Articles of Incorporation.
2. The resolution was proposed to the stockholders of the corporation and they approved the restatement of the articles of incorporation by a unanimous vote of the stock entitled to vote on it on May 1, 1997.

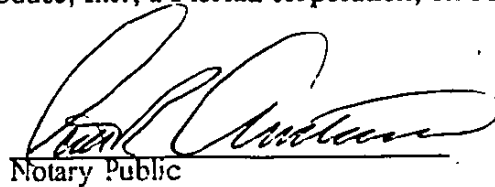
DATED on May 1, 1997


As President


As Secretary

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on May 1, 1997 by Lloyd Troyer, president of Troyer Citrus and Produce, Inc., a Florida corporation, on behalf of the corporation.


Notary Public

My commission expires:

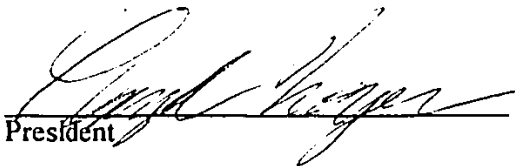
OFFICIAL NOTARY SEAL SCOTT R. CHRISTIANSEN NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC416767 MY COMMISSION EXP. DEC. 3, 1998

**RESTATED
ARTICLES OF INCORPORATION
TROYER'S UNLIMITED INC.
(formerly Troyer Citrus and Produce, Inc.)**

BY THESE RESTATED ARTICLES OF INCORPORATION the Articles of Incorporation of a corporation for profit under Florida law, are hereby restated as follows:

1. NAME. The name of this corporation shall be changed from Troyer Citrus and Produce, Inc. to Troyer's Unlimited Inc.
2. TERM. This corporation shall exist perpetually.
3. PURPOSE. The purpose of this corporation is to transact any and all lawful business for which corporations may be incorporated under Chapter 607 Florida Statutes.
4. CAPITAL STOCK. This corporation is authorized to issue 7500 shares of common stock of a par value of \$1.00 a share. The stockholders may dispose of the authorized but unissued stock from time to time. No stockholder has a preemptive right to purchase unissued or treasury stock or securities convertible into or carrying a right to subscribe to or acquire stock.
5. REGISTERED AGENT. The registered agent for this corporation is CHRISTIANSEN & DEHNER, P.A. and the registered office is located at 2975 Bee Ridge Road, Suite C, Sarasota, Florida 34239.
6. DIRECTORS. This corporation shall have no directors. The business of the corporation shall be managed by the stockholders.
8. BYLAWS. Bylaws may be adopted, amended or repealed by the stockholders of this corporation.
9. STOCK RESTRICTIONS. By agreement stockholders and this corporation may restrict or limit the sale or transfer, or both, of stock of this corporation, restrict the right to encumber the stock and provide for the consideration to be paid for the stock after its original issuance. The bylaws shall provide for transfer on the corporate book in conformity with any agreement.

DATED May 1, 1997.



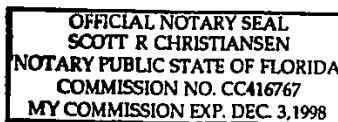
President

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on this 1st day of May, 1997,
by Lloyd Troyer, as President of the corporation.


Notary Public

My Commission Expires:



CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as registered agent for this corporation at the registered
office designated in the foregoing restated articles of incorporation, the undersigned accepts
the designation.

CHRISTIANSSEN & DEHNER, P.A.

By: 
As Vice President