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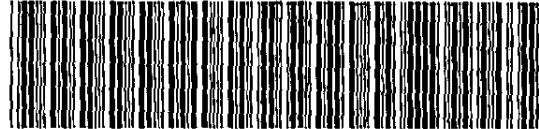
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*Amend
To Lewis*

FILED
05 FEB 17 PM 3:04
STATE OF TEXAS
FALLPACER, TEXAS

US 17/05-111124-006 **45.75

SHUTTS & BOWEN LLP

ATTORNEYS AND COUNSELLORS AT LAW
(A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS)

ONE CLEARLAKE CENTRE, SUITE 500
250 AUSTRALIAN AVENUE SOUTH
WEST PALM BEACH, FLORIDA 33401

February 14, 2005
TELEPHONE (561) 850-8530
FACSIMILE (561) 650-8530

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

Re: **Florida Sugar Marketing & Terminal Assn., Inc.**

Ladies and Gentlemen:

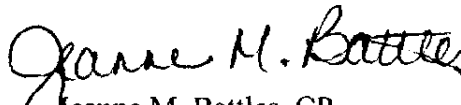
Enclosed is an original and one copy of the Articles of Amendment for Florida Sugar Marketing & Terminal Assn., Inc., together with a check in the amount of \$43.75. This check represents payment for the following costs:

Filing Fees	\$35.00
Certified Copy	8.75

Please file the enclosed Articles of Amendment and return the certified copy to the undersigned by regular mail.

Sincerely,

SHUTTS & BOWEN LLP


Jeanne M. Battles, CP
Certified Paralegal

Enclosures
cc: Arthur J. Menor, Esquire

**AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
FLORIDA SUGAR MARKETING & TERMINAL ASSN., INC.**

FILED
05 FEB 17 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 618.05, Florida Statutes, the President and Secretary of FLORIDA SUGAR MARKETING & TERMINAL ASSN., INC., a Florida corporation (the "Association"), an Agricultural Cooperative Marketing Association organized and existing under the provisions of Chapter 618, Florida Statutes, certify as follows:

1. This Amendment to the Articles of Incorporation was adopted by the unanimous vote of all of the members of the Association at the annual meeting of the members held on January 11, 2005. This Amendment was also approved by the unanimous vote of the Board of Directors of the Association at a meeting also held on January 11, 2005.

2. Article VI of the Association's Amended and Restated Articles of Incorporation shall be amended by inserting the following new Section 7.

SECTION 7. ALTERNATE DIRECTORS. Each member that is entitled to nominate and have elected one or more directors pursuant to Section 2 of this Article shall also be entitled to nominate and have elected one alternate director. An alternate director may attend each meeting of the Board of Directors, but shall not be counted for purposes of determining a quorum at the meeting and shall not be entitled to vote at the meeting unless a director nominated by the member that nominated the alternate director is not in attendance at the meeting. The term of any alternate director shall coincide with the term of the director or directors for which the alternate director serves as an alternate. Any vacancy in an alternate director position must be filled by the Board of Directors. Any new alternate director shall be nominated by the same member that originally nominated the alternate director whose position was vacated or is vacant, and shall serve for the unexpired

term. The new alternate director shall be elected by a majority of the Board of Directors. Any member shall have the right to remove an alternate director nominated by such member by providing written notice to the Association.

IN WITNESS WHEREOF, this Amendment to the Articles of Incorporation has been signed under the seal of the Association by the President of the Association and the Secretary of the Association, who make this Certificate in accordance with Section 618.05, Florida Statutes.

FLORIDA SUGAR MARKETING &
TERMINAL ASSN., INC.

By: [Signature]
Luis J. Fernandez, President

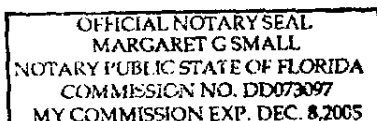
ATTEST:

[Signature]
Donald W. Carson, Secretary

STATE OF FLORIDA)
) ss.:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 8th day of ~~January~~ February, 2005, by Luis J. Fernandez, as President for FLORIDA SUGAR MARKETING & TERMINAL ASSN., INC., who is personally known to me or has produced _____ as identification, and who did/did not take an oath.

(NOTARY'S SEAL)



[Signature]
NOTARY PUBLIC, State of Florida
Print Name: Margaret G. Small
My Commission Number: DD073097
My Commission Expires: 12/8/05

STATE OF FLORIDA

)

) SS.:

)

February

Margaret H Small

Print Name: Margaret G. Small

My Commission Expires: 12/8/05

