

CT CORPORATION SYSTEM

828504

454 Norwest Midland
Bank Building
Minneapolis, MN 55401
Tel. 612 333 4315
Fax 612 333 2524

July 9, 1997

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Carousel Snack Bars of Minnesota, Inc.
n/k/a Lieberman Companies, Inc.
Order #: 901723

400002239204--3
-07/16/97--01039--015
*****35.00 *****35.00


Dear Sir or Madam:

As requested by counsel, we enclose for filing evidence of name change on behalf of this corporation, together with funds in payment of the required fees. These documents should be filed as soon as possible.

Evidence of the filing should be returned to this office.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: 1-800-626-1773.


Very truly yours,


Molly A. Williams
Customer Specialist

/maw

Enclosure(s)

FILED
97 JUL 16 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

 7/18

n/c Amend

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

97 JUL 16 PM 2:19
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. Carousel Snack Bars of Minnesota, Inc.
Name of corporation as it appears within the records of the Department of State
2. Incorporated under laws of: Minnesota
3. Date authorized to do business in Florida: 08-16-1972

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

May 30, 1997

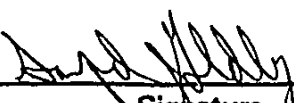
5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

Lieberman Companies, Inc.

6. If the amendment changes the period of duration, indicate new period of duration.

No Change

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.


Signature
Name and Title
Sanford J. Goldberg
Vice President-Finance/Treasurer

June 20, 1997
Date

State of Minnesota

SECRETARY OF STATE

Certificate of Name Change

I, Joan Anderson Grove, Secretary of State of Minnesota, do certify that the corporation listed below filed an amendment of its articles of incorporation, or, in the case of a non-Minnesota corporation, a certificate of name change, changing its name with this office on the date listed below, and that the corporation has complied with the relevant laws of Minnesota with respect to that filing.

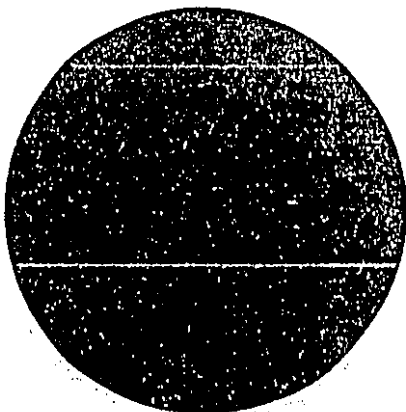
Old Name: Carousel Snack Bars of Minnesota, Inc.

New Name: Lieberman Companies, Inc.

State of Incorporation: MN

Date Amendment filed: 05/30/1997

This certificate has been issued on 07/07/97.



Joan Anderson Grove
Secretary of State.