



THE UNITED STATES  
CORPORATION  
COMPANY

839882

File First

ACCOUNT NO. : 072100000032

REFERENCE : 234499 4321040

AUTHORIZATION :

Patricia P. [Signature]

COST LIMIT : \$ 52.50

ORDER DATE : January 23, 1997

ORDER TIME : 12:16 PM

ORDER NO. : 234499-045

CUSTOMER NO: 4321040

CUSTOMER: Debra Millinowisch, Legal Asst 900002069539--2  
Schiff Hardin & Waite  
7200 Sears Tower  
233 South Wacker Drive  
Chicago, IL 60606

FOREIGN FILINGS

NAME: V-J GROWERS, INC.

XX PROFIT  
       NON-PROFIT

XX CORPORATE  
       LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

FILED  
97 JAN 27 PM 4:28  
TREASURY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
97 JAN 27 PM 3:22  
DIVISION OF CORPORATION

NAME  
CHANGE

1/28/97 DC

SRC 2-1636

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

FILED  
JAN 27 PM 4:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

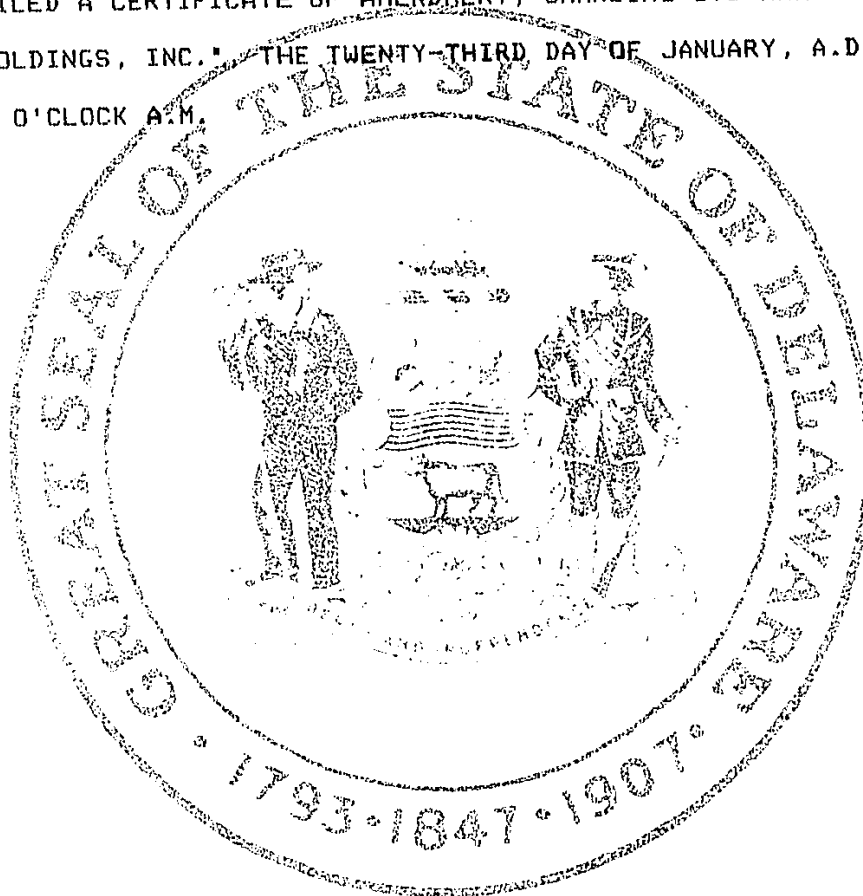
**(1-3 must be completed)**

- (4-7 complete only the applicable changes)**

- 1/24/97  
Date  
TRANSAK  
Title

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF  
DELAWARE, DO HEREBY CERTIFY THAT THE SAID "V-J GROWERS, INC.",  
FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "VJG  
HOLDINGS, INC." THE TWENTY-THIRD DAY OF JANUARY, A.D. 1997, AT  
9 O'CLOCK A.M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

0782639 8320

971025217

AUTHENTICATION:

DATE:

8300216

01-24-97