



THE UNITED STATES
CORPORATION
COMPANY

B92000000064

ACCOUNT NO. : 072100000032

REFERENCE : 101888 4323694

AUTHORIZATION :

COST LIMIT :

\$ 35.00

Patricia Pignato
\$52.50

ORDER DATE : January 15, 1999

ORDER TIME : 8:50 AM

ORDER NO. : 101888-010

CUSTOMER NO: 4323694

200002745572--2

CUSTOMER: Albert Fox, Legal Asst
Hughes & Luce, L.l.p.
Suite 2800
1717 Main Street
Dallas, TX 75201

DOMESTIC AMENDMENT FILING

NAME: SFE CITRUS PROCESSORS, L.P.,
LTD.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Lamm

EXAMINER'S INITIALS:

3/K
1/21/99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 21 AM 11:38
RECEIVED
99 JAN 19 AM 9:53
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 19, 1999

CASSANDRA LAMM
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: SFE CITRUS PROCESSORS, L.P., LTD.
Ref. Number: B92000000064

RESUBMIT

Please give original
submission date as file date.

We have received your document for SFE CITRUS PROCESSORS, L.P., LTD. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The fee to file an AMENDMENT is \$52.50. Please write or call to authorize us to change the cost limit amount on your coversheet.

ALSO, before this AMENDMENT can be filed, the new corporate general partner -- ENGLES & FOLLMER CORPORATION -- will have to complete its qualification in Florida.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 099A00002468

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**CERTIFICATE OF AMENDMENT
TO
APPLICATION FOR REGISTRATION
OF**

SFE CITRUS PROCESSORS, L.P., LTD.

(Insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.173, Florida Statutes, this foreign limited partnership hereby submits this certificate of amendment to its registration application:

The registration application is amended as follows:

The name and address of the sole general partner of the Limited Partnership is:

Engles & Follmer Corporation
3811 Turtle Creek Blvd., Suite 1300
Dallas, Texas 75219

K9900000390

Todd W. Follmer
(Signature of a General Partner)

TODD W. FOLLMER
(Typed or printed name of General Partner signing above)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 21 AM 11:38

STATE OF TEXAS

COUNTY OF DALLAS

On this 30th day of December, 1998, Todd W. Follmer personally appeared before me,



who is personally known to me

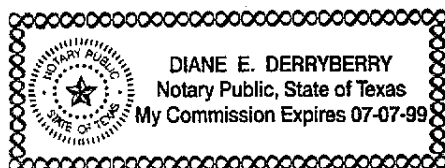


whose identity I proved on the basis of _____

Diane E. Derryberry
(Notary Public Signature)

DIANE E. DERRYBERRY
(Notary's Printed Name)

Seal



My Commission Expires 07-07-99