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August 7, 1998

F55201

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

Re: Darifair Foods, Inc.

300002611823--9
-08/10/98--01078--010
*****35.00 *****35.00

Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Amendment of Darifair, Inc.

Please file the original of the Articles of Amendment, and acknowledge such filing by returning the copy to me stamped "filed." Enclosed is a check in the amount of \$35.00 to cover the costs of filing.

If you have any questions or require any additional information, please call.

Very truly yours,



Jack Fishburne

JIF/slw
Enclosures

FILED
98 AUG 10 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
LFS 8-14-98

**ARTICLES OF AMENDMENT OF
DARIFAIR FOODS, INC.**

FILED
98 AUG 10 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Amendment are filed pursuant to Florida Statute Section 607.1006, to reflect an amendment to the Articles of Incorporation of Darifair Foods, Inc. and in connection therewith, the undersigned officers, acting upon authority of the Board of Directors of Darifair Foods, Inc., and upon authority of all of the shareholders of this Corporation, hereby set forth as follows:

1. The name of this Corporation is Darifair Foods, Inc.
2. The Articles of Incorporation of Darifair Foods, Inc. have been amended by deleting Article IV in its entirety and by substituting in lieu thereof the following Article IV:

"ARTICLE IV

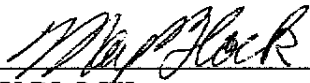
The number of shares of capital stock authorized to be issued by this Corporation shall be one thousand (1,000) shares designated as voting common capital stock having \$.01 par value and nine hundred ninety-nine thousand (999,000) shares designated as non-voting common capital stock having \$.01 par value.

The relative rights, privileges and limitations of the voting common stock and the non-voting common stock shall be in all respects identical, share for share, except that the voting common stock shall entitle the holder thereof to one vote for each share of voting common stock on all matters requiring the vote or approval of the stockholders of the Corporation and the holders of the non-voting common stock shall not have any right or power to vote except as provided under Florida Statute 607.1004(4), or a statute of similar import as may be enacted in the future."

3. In accordance with Florida Statute Section 607.1003, the referred to amendment was adopted by the Board of Directors on August 7, 1998, and written consent to the said Amendment was given on August 7, 1998, by all the shareholders comprising the only voting group in accordance with Florida Statute Section 607.0704. The number of votes cast for the Amendment by the stockholders is sufficient for approval of the Amendment by all voting groups of the Corporation.

4. Upon the filing of these Articles of Amendment by the Department of State, the above referred to amendment shall become effective and the Articles of Incorporation of Darifair Foods, Inc., shall be deemed to be amended accordingly.

DATED this 7th day of August, 1998.



MAX BLOCK
President and Secretary