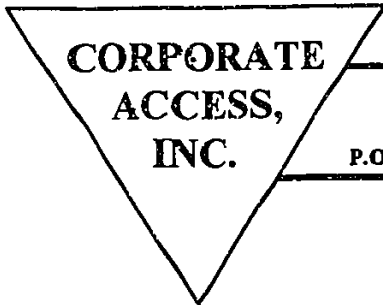


F55343



1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

WALK IN

PICK UP

12/24/96 11:00 @H/S

96 DEC 24 PM 12:21
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFIED COPY

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PHOTO COPY

FILING

Amend

1.) MARIAN FARMS, Inc.
(CORPORATE NAME & DOCUMENT #)

000002037450--0
-12/24/96--01137--012
*****35.00 *****35.00

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

6.) _____
(CORPORATE NAME & DOCUMENT #)

7.) _____
(CORPORATE NAME & DOCUMENT #)

8.) _____
(CORPORATE NAME & DOCUMENT #)

9.) _____
(CORPORATE NAME & DOCUMENT #)

10.) _____
(CORPORATE NAME & DOCUMENT #)

RECEIVED
96 DEC 24 AM 10:18
DIVISION OF CORPORATION

Art. Amendment
of 12/24/96
DC

SPECIAL INSTRUCTIONS _____

FILED
96 DEC 24 PM 12:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
MARIAN FARMS, INC.**

Pursuant to Section 607.1006, Florida Statutes, the Articles of Incorporation of MARIAN FARMS, INC. (the "Corporation") are hereby amended as follows:

FIRST: Article IV of said Articles of Incorporation is hereby amended by deleting the provisions of said Article IV as the same now exist and by substituting, in lieu thereof, the following:

ARTICLE IV

1. Authorized Stock. The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value</u>	<u>Class of Stock</u>
10,000	\$1.00	Class A Voting Common
150,000	\$1.00	Class B Non-Voting Common

The consideration for all of the above stock shall be payable in cash, cancellation of debt, property (real or personal), labor or services in lieu of cash; at a just valuation to be fixed by the Board of Directors of the Corporation.

2. Voting Rights. The Class A Voting Common Stock shall possess and exercise exclusive voting rights and, at all meetings of the shareholders, each record holder of such Class A Voting Common Stock shall be entitled to one vote for each share held. Shareholders holding Class A voting Common Stock shall have no cumulative voting rights in any election of directors of the Corporation. Class B Non-Voting Common Stock shall possess no voting rights other than as required by law.

3. No Preemptive Rights. No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation, of the same or any other kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others or any other price.

SECOND: Each share of common stock outstanding at the time these Articles of Amendment become effective shall automatically be converted into one (1) share of Class A Voting Common Stock and ten (10) shares of Class B Non-Voting Common Stock. Immediately upon the

effectiveness of these Articles of Amendment, the Corporation will expeditiously coordinate with its shareholders to arrange for the surrender of old shares and the issuance of new ones.

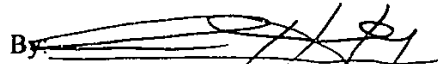
THIRD: Authorization for and the recommendation of approval for the foregoing Articles of Amendment was obtained pursuant to a joint written action of the Board of Directors and the Shareholders taken without a meeting dated December 20, 1996, pursuant to which all shares were voted in favor of the action.

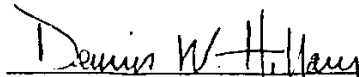
IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed and attested to by its duly authorized officers and its corporate seal to be affixed hereto on this 20th day of December, 1996.

MARIAN FARMS, INC.

(CORPORATE SEAL)

ATTEST:

By 
Shaun J. Hillary, President


Dennis W. Hillary, Secretary

STATE OF FLORIDA
COUNTY OF LAKE

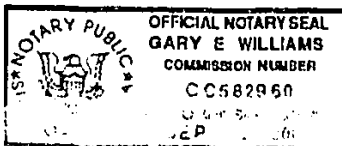
The foregoing instrument was acknowledged before me this 20 day of December, 1996, by Shaun J. Hillary, as President of Marian Farms, Inc.

Personally Known

OR

Produced Identification

Type of Identification Produced: _____




Signature of Notary Public

GARY E. WILLIAMS
Name of Notary Public

STATE OF FLORIDA
COUNTY OF LAKE

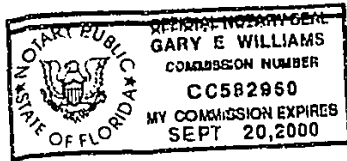
The foregoing instrument was acknowledged before me this 20 day of December, 1996,
by Dennis W. Hillary, as Secretary of Marian Farms, Inc.

Personally Known

OR

Produced Identification

Type of Identification Produced: _____




Signature of Notary Public

GARY E. WILLIAMS
Name of Notary Public