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FILED
98 NOV 23 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 17, 1998

CERTIFIED MAIL R.R.R. Z 442 501 585
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL. 32314

300002694473--3
-11/23/98--01142--010
*****87.50 *****43.75

Re: Merex Coporation
FEI # 13-3082929

Dear Sir or Madam,

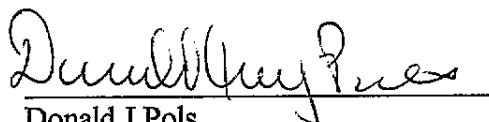
Enclosed are the following:

- A. Application for an amendment of Authority to do business along with a duly authenticated certificate from the State of Delaware evidencing the name change.
- B. A check for \$87.50 which represents \$35.00 for the filing fee and \$52.50 for a certified copy of the amended application.

Please feel free to call me if you have any questions.

NL
12-1-98
DJS

Very truly yours,


Donald J. Pols

DJP/cp

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

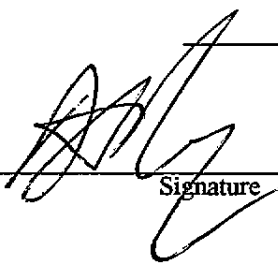
SECTION I
(1-3 MUST BE COMPLETED)

1. MEREX CORP.
Name of corporation as it appears on the records of the Department of State.
2. DELAWARE 3. 12/7/92
Incorporated under laws of Date authorized to do business in Florida

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? 1-13-98
5. MEREX FOOD CORP.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
- _____
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction

 11/10/98
Signature Date


DAVID BLUMBERG PRESIDENT
Typed or printed name Title

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF RENEWAL OF "MEREX CORP.", CHANGING ITS NAME FROM "MEREX CORP." TO "MEREX FOOD CORP.", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF JANUARY, A.D. 1998, AT 9 O'CLOCK A.M.




Edward J. Freel, Secretary of State

0905918 8100

981418793

AUTHENTICATION: 9388960

DATE: 11-04-98

STATE OF DELAWARE
CERTIFICATE FOR RENEWAL
AND REVIVAL OF CHARTER

MEREX FOOD CORP. (formerly known as MEREX CORP.) *
corporation organized under the laws of Delaware, the charter of which was voided for non-payment of taxes, now desires to procure a restoration, renewal and revival of its charter, and hereby certifies as follows:

1. The name of this corporation is MEREX FOOD CORP. (formerly known as MEREX CORP.)
2. Its registered office in the State of Delaware is located at 1013 Centre
Rd. Street, City of Wilmington
Zip Code 19805 County of New Castle the name and
address of its registered agent is United States
Corporation Company
3. The date of filing of the original Certificate of Incorporation in Delaware was January 7, 1981
4. The date when restoration, renewal, and revival of the charter of this company is to commence is the 28th day of February 1995
same being prior to the date of the expiration of the charter. This renewal and revival of the charter of this corporation is to be perpetual.
5. This corporation was duly organized and carried on the business authorized by its charter until the 1st day of March A.D. 19 95
at which time its charter became inoperative and void for non-payment of taxes and this certificate for renewal and revival is filed by authority of the duly elected directors of the corporation in accordance with the laws of the State of Delaware.

IN TESTIMONY WHEREOF, and in compliance with the provisions of Section 312 of the General Corporation Law of the State of Delaware, as amended, providing for the renewal, extension and restoration of charters, Robert Hauver
the last and acting authorized officer hereunto set his/her hand to this certificate this
8th day of January 19 98

BY: Vice President

TITLE OF OFFICER: Robert Hauver