

F94000002626



Sorrento Lactalis, Inc.
2375 South Park Avenue
Buffalo, NY 14220 (716) 823-6262

June 8, 2000

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

200003302252--4
-06/20/00--01072--004
*****70.00 *****35.00

RE: Sorrento Lactalis Arpin, Inc.
FEIN: 39-1080029
Document #: F94000002626

Ladies and Gentlemen:

Please find the following enclosed with respect to our name change from Arpin Dairy, Inc. to Sorrento Lactalis Arpin, Inc.:

- A "Profit Corporation Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida" form,
- A "Statement of Change of Registered Office or Registered Agent or Both for Corporations" form,
- A copy of a state approved Articles of Amendment changing our name from Arpin Dairy, Inc. to Sorrento Lactalis Arpin, Inc. and
- A check in the amount of \$70.00 - \$35.00 for the Amendment, \$35.00 for the change in registered agent.

Please adjust your records accordingly to reflect this name change and new registered agent. If you have any questions regarding this matter, do not hesitate to contact me at 716-823-6262, ext. 479.

Very truly yours,

Beth A. Bauman
Tax Manager
SORRENTO LACTALIS, INC.

FILED
00 JUL 31 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T LEWIS JUL 31 2000



Sorrento Lactalis, Inc.
2375 South Park Avenue
Buffalo, NY 14220 (716) 823-6262

July 26, 2000

Ms. Thelma Lewis
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Sorrento Lactalis Arpin, Inc.
FEIN: 39-1080029
Document #: 835068

Ladies and Gentlemen:

Please find the following enclosed with respect to our name change from Arpin Dairy, Inc. to Sorrento Lactalis Arpin, Inc.:

- A "Profit Corporation Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida" form,
- An original, duly authenticated Articles of Amendment from the State of Wisconsin changing the name of Arpin Dairy, Inc. to Sorrento Lactalis Arpin, Inc. and
- A copy of Letter Number: 400Q00035772 explaining the reason for the return of our original request for this name change.

Please adjust your records accordingly to reflect this name change. If you have any questions regarding this matter, do not hesitate to contact me at 716-823-6262, ext. 479.

Very truly yours,

Beth A. Bauman
Tax Manager
SORRENTO LACTALIS, INC.



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 23, 2000

BETH A. BAUMAN, TAX MANAGER
SORRENTO LACTALIS, INC.
2375 SOUTH PARK AVENUE
BUFFALO, NY 14220

SUBJECT: ARPIN DAIRY, INC.
Ref. Number: F94000002626

We have received your document for ARPIN DAIRY, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

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) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 400A00035772

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. ARPIN DAIRY, INC.
Name of corporation as it appears on the records of the Department of State.
2. WISCONSIN
Incorporated under laws of
3. 5/19/94
Date authorized to do business in Florida

FILED
00 JUL 31 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, 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? 5/30/2000
5. SURENTO LACTALIS ARPIN, INC.
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

Charles B. Hykkema
Signature

6/8/2000
Date

CHARLES B. HYKKEMA
Typed or printed name

V.P. FINANCE
Title

ARTICLES OF AMENDMENT (Stock, for-profit Corporation)

A. The present corporate name (prior to any change effected by this amendment) is:

ARPIN DAIRY, Inc.

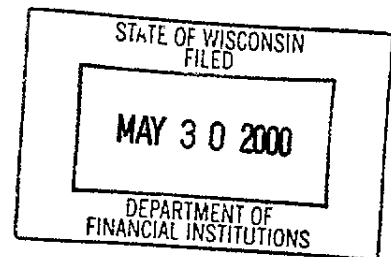
Text of Amendment (*Refer to the existing articles of incorporation and the instruction on the reverse of this form. Determine those items to be changed and set forth the number identifying the paragraph in the articles of incorporation being changed and how the amended paragraph is to read.*)

RESOLVED, THAT the articles of incorporation be amended as follows:

"ARTICLE I: The name of the Corporation is Sorrento Lactalis Arpin, Inc."

RECEIVED - DEPT OF
FINANCIAL INSTITUTIONS
STATE OF WISCONSIN

00 MAY 26 PM 3:15



B. Amendment(s) adopted on February 15, 2000

(Indicate the method of adoption by checking (X) the appropriate choice below.)

() In accordance with sec. 180.1002, Wis. Stats. (By the Board of Directors)

OR

(XX) In accordance with sec. 180.1003, Wis. Stats. (By the Board of Directors and Shareholders)

OR

() In accordance with sec. 180.1005, Wis. Stats. (By Incorporators or Board of Directors, before issuance of shares)

C. Executed on May 23, 2000

(Date)

A handwritten signature in dark ink, appearing to read "F. Chateau".

(Signature)

Title: () President () Secretary

or other officer title Assistant Secretary Francois Chateau

(Printed name)

This document was drafted by Francois Chateau

(Name of the individual who drafted the document)

FILING FEE - \$40.00, or more SEE instructions, suggestions and procedures on following page.

ARTICLES OF AMENDMENT (Ch. 180, stock, for-profit)

SHH Christy & Viener
620 Fifth Avenue
New York, NY 10020
Attn.: Francois Chateau

Please indicate here where you would like the acknowledgment copy of the filed document sent. Please include complete name and mailing address.

Your phone number during the day: (212) 632 - 5500

INSTRUCTIONS (Ref. sec. 180.1006 Wis. Stats. for document content)

Submit one original and one exact copy to Dept. of Financial Institutions, P O Box 7846, Madison WI, 53707-7846, together with a **FILING FEE of \$40.00 or more**, payable to the department. (If sent by Express or Priority U.S. mail, address to 345 W. Washington Av, 3rd Floor, Madison WI, 53703). This document can be made available in alternate formats upon request to qualifying individuals with disabilities. The original must include an original manual signature, per sec. 180.0120(3)(c), Wis. Stats. Upon filing, the information in this document becomes public and might be used for purposes other than that for which it was originally furnished. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577.

- A. State the name of the corporation (before any change effected by this amendment) and the text of the amendment(s). The text should recite the resolution adopted (e.g., "Resolved, that Article 1 of the articles of incorporation be amended to read: (set forth the amended article). If an amendment provides for an exchange, reclassification or cancellation of issued shares, state the provisions for implementing the amendment if not contained in the amendment itself.
- B. Enter the date of adoption of the amendment(s). If there is more than one amendment, identify the date of adoption of each. Mark (X) one of the three choices to indicate the method of adoption of the amendment(s).

By Board of Directors - Refer to sec. 180.1002 for specific information on the character of amendments that may be adopted by the Board of Directors without shareholder action.

By Board of Directors and Shareholders - Amendments proposed by the Board of Directors and adopted by shareholder approval. Voting requirements differ with circumstances and provisions in the articles of incorporation. See sec. 180.1003, Wis. Stats. for specific information.

By Incorporators or Board of Directors - Before issuance of shares - See sec. 180.1005, Wis. Stats., for conditions attached to the adoption of an amendment approved by a vote or consent of less than 2/3rds of the shares subscribed for.

- C. Enter the date of execution and the name and title of the person signing the document. The document must be signed by one of the following: An **officer** of the corporation (or incorporator if directors have not been elected), or a court-appointed receiver, trustee or fiduciary. A director is **not** empowered to sign.
- D. If the document is executed in Wisconsin, sec. 182.01(3) provides that it shall not be filed unless the name of the person (individual) who drafted it is printed, typewritten or stamped thereon in a legible manner.

FILING FEE - Minimum fee is \$40.00. If the amendment increases the number of authorized shares, provide an additional fee of 1 cent for each newly-authorized share.