

# F95000003977

LAW OFFICES

**WOLIN & ROSEN**

A PROFESSIONAL CORPORATION

TWO NORTH LASALLE STREET • SUITE 1776  
CHICAGO, ILLINOIS 60602-3791

312/346-3600

FACSIMILE 312/346-0464

April 30, 1999

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

300002870033--1

-05/10/99--01136--006

\*\*\*\*105.00 \*\*\*\*\*35.00

**Re: Terrace Food Group, Inc.**

Dear Sir or Madam:

Enclosed are the following:

1. Articles of Amendment for Terrace Food Group, Inc.;
2. Articles of Dissolution for Terrace Progressive f/k/a Terrace Food Group;
3. Application of Terrace Holdings, Inc., a foreign corporation, to amend its Authorization to Transact Business in Florida, with attached documentation.

Currently, Terrace Food Group, Inc., a Florida corporation, is a shell corporation with no business. By amending its Articles and changing its name to Terrace Progressive, Inc., the name "Terrace Food Group, Inc." will become immediately available. Since it is a shell without any business, we are filing the Articles of Dissolution to dissolve that corporation. Finally, we will file the Application to Amend Authorization of our foreign corporation, Terrace Holdings, Inc., to change its name in Florida to the newly available "Terrace Food Group, Inc.", thus reflecting the name change in Delaware.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

*A.D. Fishman*  
Adam D. Fishman  
for Wolin & Rosen, Ltd.

*Game auth.  
to CORRECT date  
in #3. + #4.*

ADF/bs  
Enclosures  
2245/5882/florida

*rec.  
5/7/99*

*NK  
Amend*

*5/11/99*

FILED  
99 MAY 10 AM 10:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(Pursuant to s. 607.1504, F.S.)

## SECTION I

1. Terrace Holdings, Inc.  
Name of corporation as it appears on the records of the Department of State.

2. Delaware 3. August 16, 1995  
Incorporated under laws of Date authorized to do business in Florida

## SECTION II

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? October 13, 1998

5. Terrace Food Group, 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

Donald P. K. Carter  
Signature

April 29, 1959  
Date

Gerald L. Fishman

Typed or printed name

Assistant Secretary

---

**Title**

FILED  
99 MAY 10 AM 10:29  
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 AMENDMENT OF "TERRACE HOLDINGS, INC.", CHANGING ITS NAME FROM "TERRACE HOLDINGS, INC." TO "TERRACE FOOD GROUP, INC.", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF OCTOBER, A.D. 1998, AT 12:15 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

2512567 8100

991157606

AUTHENTICATION: 9700642

DATE: 04-21-99

STATE of DELAWARE  
CERTIFICATE of AMENDMENT of  
CERTIFICATE of INCORPORATION

- FIRST: That at a meeting of the Board of Directors of Terrace Holdings, Inc.

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows:

" The name of the corporation (hereinafter called the "corporation") is  
Terrace Food Group, Inc.

- SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.
- THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.
- FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.
- IN WITNESS WHEREOF, said Terrace Holdings, Inc.

has caused this certificate to be signed by

Steven Shulman, its President,  
and Jonathan S. Lasko, its Secretary,  
this 76<sup>th</sup> day of August, A.D. 1998.

By: Steven Shulman

Steven Shulman, President

ATTEST: Jonathan S. Lasko

Jonathan S. Lasko, Secretary