

F97000004822



China Premium Food Corporation
11300 S. Highway 1, Suite 202
North Palm Beach, Florida 33408
Phone: 561-625-1411 ♦ Fax: 561-625-1413
www.chinapremiumfood.com

March 22, 2000

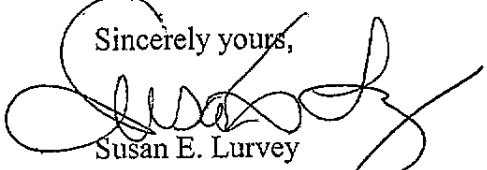
Amendment Section
Division of corporations
Post Office Box 6327
Tallahassee, FL 32314

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*****43.75 *****43.75

Dear Sir/Madam:

Enclosed please find the completed application for amendment, the certificate from the State of Delaware and our check in the amount of \$43.75. Please provide our office with a certificate indicating our new name. Our address is 11300 US Highway 1, Suite 202, North Palm Beach, FL, 33408. If you should have any questions, please contact our office at 561-625-1411. Thank you for your assistance in this matter.

Sincerely yours,


Susan E. Lurvey
Treasurer / Corporate Secretary

encls.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY -5 PM 12:34


N/C

V. SHEPARD MAY 10 2000

AMERICA'S FOOD DISTRIBUTION ARM IN CHINA



REC'D APR 10 2000

FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 5, 2000

SUSAN E. LURVEY
CHINA PREMIUM FOOD CORPORATION
11300 S. HWY. 1, STE. 202
N. PALM BEACH, FL 33408

SUBJECT: CHINA PEREGRINE FOOD CORPORATION
Ref. Number: F97000004822

We have received your document for CHINA PEREGRINE FOOD CORPORATION and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(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 include the exhibit(s) referred to in your document.

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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 900A00018588

RECEIVED
00 MAY -5 AM 8:58
DIVISION OF CORPORATIONS

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

FLORIDA
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED
00 MAY -5 PM 12:34
Florida

- Title**

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 "CHINA PEREGRINE FOOD CORPORATION", CHANGING ITS NAME FROM "CHINA PEREGRINE FOOD CORPORATION" TO "CHINA PREMIUM FOOD CORPORATION", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF JANUARY, A.D. 2000, AT 12:30 O'CLOCK P.M.

2619440 8100

001189591



Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION: 04-26-00

DATE:

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION**

CHINA PEREGRINE FOOD CORPORATION

a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware.

DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of CHINA PEREGRINE FOOD CORPORATION

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 "ARTICLE I" so that, as amended, said Article shall be and read as follows:

The name of the Corporation shall be China Premium Food Corporation

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 CHINA PEREGRINE FOOD CORPORATION has caused this certificate to be signed by

Roy G. Warren, an Authorized Officer,
this 31st day of January, 2000

By: 

Authorized Officer

Name: Roy G. Warren
Print or Type

Title: President and Chief Executive Officer