

Richardson

G78085

RICHARDSON BRANDS COMPANY

HEADQUARTERS

6330 Manor Lane, South Miami, FL 33143
phone (305) 667-3291
fax (305) 662-9901 Main Number
(305) 667-5390 Customer Service
(305) 666-0079 Sales & Mkt.
website www.richardsonbrands.com

MANUFACTURING

101 Erie Boulevard, Canajoharie, NY 13317
phone (518) 673-3553
fax (518) 673-2451

December 21, 2001

FLORIDA DEPARTMENT OF STATE
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

200004739682--3
-12/26/01--01092--001
*****52.50 *****52.50

Dear Sirs:

Enclosed please find the Articles of Amendment to Articles of Incorporation of RICHARDSON BRANDS COMPANY, and a check in the amount of \$52.50 (including the filing fee for the articles of amendment, certified copies of the amendment, and a certificate of status.)

Please utilize the completed Federal Express airwaybill on our account to return the documents to us.

Yours truly,

Pedro P. San Román
Chief Financial Officer

PPSR:mp

Encls.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G78085
Certif. Stat. Amend
Sub Copies
12-26-01
PPSR



**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

RICHARDSON BRANDS COMPANY

(present name)

G78085

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE III

Shall be amended to read:

"The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Athorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
200,000	\$100.00	Common

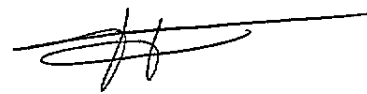
The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the Corporation".

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:



THIRD: The date of each amendment's adoption: December 21, 2001

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 21st day of December, 2001

Signature

[Handwritten Signature]

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Pietro Fenu

(Typed or printed name)

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

President & Director

(Title)

Sworn (or affirmed) and subscribed before me this 21st day of DEC 2001 by MR. PIETRO FENU

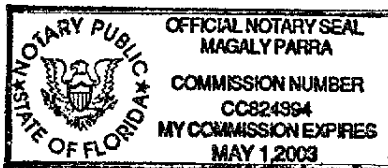
(Name of Person Making Statement)

[Handwritten Signature]
(Signature of Notary Public, State of Florida)

(Print, Type, or Stamp Commissioned Name of Notary Public)

Personally Known ✓ or Produced Identification _____

Type of Identification Produced _____



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA