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NAME: PREMIER FOOD BROKERS, INC.

AUDIT NUMBER.....H96000017997

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS...0

CERT. COPIES.....1

PAGES..... 3

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TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
PREMIER FOOD BROKERS, INC.**

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96 DEC 26 AM 11: 51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following provision of the Articles of Incorporation of PREMIER FOOD BROKERS, INC., a Florida corporation ("Corporation"), filed with the Department of State on August 2, 1985, as amended, Charter Number H69525, is hereby amended as shown below:

Article III of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

ARTICLE III

The total authorized capital stock of this Corporation shall consist of One Hundred (100) shares of Class A Voting Common Stock, par value \$.01 per share, and Thirty Thousand (30,000) shares of Class B Non-Voting Common Stock, par value \$.01 per share. The holders of Class A Voting Common Stock shall be entitled to vote on all matters submitted to a vote of shareholders of the Corporation and shall be entitled to one vote per share of Class A Voting Common Stock then outstanding and of record in his, her or its name on the books of the Corporation. The holders of Class B Non-Voting Common Stock shall not be entitled to vote on any matters submitted to a vote of shareholders of the Corporation except as required under the Florida Business Corporation Act. In all other respects, the Class A Voting Common Stock and Class B Non-Voting Common Stock shall have equal rights with respect to all distributions and rights upon the liquidation of the Corporation.

The foregoing amendment was adopted by a Corporate Action by all of the shareholders and all the Directors of this Corporation, as of December 23, 1996.

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Prepared by: Thomas O. Katz, Esq., FL Bar #355836
Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

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IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has
executed these Articles of Amendment as of December 23, 1996.

PREMIER FOOD BROKERS, INC.

By:


Thomas L. Schreiber, President

Prepared by:

Thomas O. Katz, Esq., FL Bar #355836
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