

J53720

(Requestor's Name)

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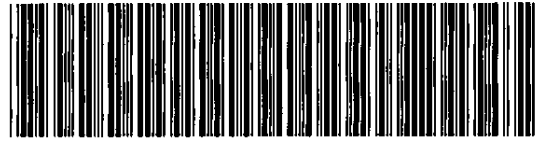
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend + N/C

SP

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: DU FOX HOLDING CORP

DOCUMENT NUMBER: J53720

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

JOE V. OVERCASH

(Name of Contact Person)

AMERICAN FOOD HOLDINGS, INC.

(Firm/ Company)

1020 BROOKSTOWN AVE, SUITE 30

(Address)

WINSTON-SALEM, NC 27101

(City/ State and Zip Code)

For further information concerning this matter, please call:

JOE V. OVERCASH

(Name of Contact Person)

at (336) 723-0908

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

\$35 Filing Fee

\$43.75 Filing Fee &
Certificate of Status

\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

\$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

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

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

FILED
07 APR -4 PM 1:48

DU FOX HOLDING CORP

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Name of corporation as currently filed with the Florida Dept. of State)

J53720

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

AMERICAN FOOD HOLDINGS, INC.

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Article IV-Capitalization, Section 4.1: Paragraph 1 of the Amended and Restated

Articles of Incorporation shall be amended to read in its entirety as follows:

Section 4.11: Authorized Capital. The total number of shares of all classes of stock

which the Corporation shall have authority to issue is Three Hundred Five Million

(305,000,000) shares, consisting of Three Hundred Million (300,000,000) shares of

common stock, par value \$.0001 per share (the "Common Stock"), and Five Million

(5,000,000) shares of preferred stock, par value \$1.00 per share (the "Preferred Stock").

Article IV-Capitalization, Section 4.1: Paragraph 2 shall remain as stated.

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

N/A

**Articles of Amendment
to
Articles of Incorporation
of**

DU FOX HOLDING CORP

(Name of corporation as currently filed with the Florida Dept. of State)

J53720

(Document number of corporation (if known))

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(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: (**BE SPECIFIC**)

Article VI-Board of Directors; Section 6.4. Removal of Directors.

Article VI-Board of Directors; Section 6.4. of the Amended and Restated Articles of

Incorporation shall be rescinded and removed as a Section of Article VI.

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

Articles of Amendment

Of

DuFox Holding Corp.

(Name of corporation as currently filed with the Florida Dept. of State)

J53720

(Document number of corporation (if known))

Appointment and Resignation of Officers and Directors

I. APPOINTMENT OF NEW OFFICERS AND DIRECTORS (if changing):

JOE V. OVERCASH

Joe V. Overcash PRESIDENT

JOE V. OVERCASH

Joe V. Overcash SECRETARY

JOE V. OVERCASH

Joe V. Overcash DIRECTOR

II. RESIGNATION OF DIRECTOR:

DEAN DUMONT

The date of each amendment(s) adoption: March 26, 2007

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders 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.

Signature Joe V. Overcash
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Joe V. Overcash

(Typed or printed name of person signing)

President

(Title of person signing)

FILING FEE: \$35