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TALLAHASSEE, FLORIDA

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February 28, 2005

Secretary of State
Corporate Division
The Capitol
P.O. Box 6327
Tallahassee, Florida 32314


RE: Wharf Foods, L.C.
Our File No.: K1135-002

Dear Sir or Madam:

Enclosed herewith please find an original and copy of Articles of Amendment to Articles of Organization of Wharf Foods, L.C. I also enclose our firm's check in the amount of \$25.00. We would appreciate your returning a file stamped copy of the Articles indicating the date and time of filing.

Thank you for your assistance with this matter.

Sincerely,


Stephanie D. Lucas,
Legal Secretary to
Matt E. Dannheisser

:sdl
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO ARTICLES
OF ORGANIZATION OF WHARF FOODS, L.C.**

FIRST: The Articles of Organization were filed on November 29, 1994, and assigned document number L94000000642.

SECOND: The following amendments to the Articles of Organization were adopted by the limited liability company:

Article IX, titled "Restrictions on Membership" is hereby amended to read as follows:

**ARTICLE IX
RESTRICTIONS ON MEMBERSHIP**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

Except as set forth in the following sentence, a member's ownership interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members. The preceding sentence notwithstanding, any individual, non-business organization member of the limited liability company shall be allowed to transfer his or her membership interests, in whole or in part, to (i) one or more members of his or her immediate family (ii) a trust, the beneficiaries of whom are one or more members of his or her immediate family, (iii) a business organization, inclusive of corporations, limited liability companies, limited partnerships, and general partnerships, the majority of the ownership interests in which is owned and held by principals who are members of his or her immediate family. Any existing business organization member of the limited liability company shall be allowed to transfer its membership interest in the limited liability company, in whole or in part, to one or more members of the immediate family of any principal of such business organization member of the limited liability company. The rights to transfer membership interests as set forth in the preceding two sentences shall not require the consent of or notice to the limited liability company or any other member.

These Articles of Amendment to the Articles of Organization of Wharf Foods, L.C., are dated and effective as of the 27 day of February, 2005.

WHARF FOODS, L.C.

By: 

DAVID W. KNUDSEN, Manager

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