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Post Office Box 430
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April 14, 2000

Charles S. Isler, III
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*Board Certified
Criminal Trial Lawyer

Florida Department of State
Attn: New Filings
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****25.00 *****25.00

Re: Price Food Systems, Inc.
Price Food Systems, LLC

Dear Sir or Madam:

Enclosed is a Certificate of Amendment of Articles of Organization for Price Food Systems, LLC along with a \$25.00 check to cover the filing fees.

Also enclosed is the original and one copy of the Articles of Incorporation for Price Food Systems, Inc. as well as a check in the sum of \$78.75 for your fee along with an Affidavit Consenting to Use of a Similar Name executed by the sole member and manager of Price Food Systems, LLC. After filing has been completed, please forward the certified copy of the Articles to me at the above post office box.

If you have any questions, do not hesitate to contact me.

Sincerely,

Barbie Adams 4/21
Barbie Adams
Legal Assistant

Enclosures

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Downtown Office:

434 Magnolia Avenue
Panama City, FL 32401
Phone (850) 769-5532
Facsimile (850) 785-5852

Beach Office:

2226 Thomas Drive
Panama City Beach, FL 32408
Phone (850) 233-9613
Facsimile (850) 233-0632

FILED
MAR 17 AM 8:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF AMENDMENT
OF ARTICLES OF ORGANIZATION
OF PRICE FOOD SYSTEMS, LLC

L96457

THIS IS TO CERTIFY THAT:

FIRST: This Certificate amends the Articles of Organization (the "Articles") of Price Food Systems, LLC.

SECOND: The Articles were filed with the Florida Department of State on April 18, 1996.

THIRD: Article IV of the Articles previously provided as follows:

"ARTICLE IV: The Limited Liability Company is to be managed by the members and names and addresses of the managing members are:

Sunshine WSMP, Inc.
Post Office Box 399
Claremont, NC 28610

Richard S. Price
232 South Tyndall Parkway
Panama City, FL 32404

FOURTH: Article IV of the Articles, as amended, provides as follows:

"ARTICLE IV: The Limited Liability Company is to be managed by the members and names and addresses of the managing members are:

Richard S. Price
232 South Tyndall Parkway
Panama City, FL 32404

IN WITNESS WHEREOF, this Certificate of Amendment has been duly executed and is being filed in accordance with Section 608.411 F.S., this 18th day of April 2000.

FILED
MAR 17 2000
TALLAHASSEE, FLORIDA
SECRETARY OF STATE


Member or Authorized Person