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NAME: INTERNATIONAL FOOD PACKERS CORP.

AUDIT NUMBER.....H98000011952

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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION OF
INTERNATIONAL FOOD PACKERS CORP.

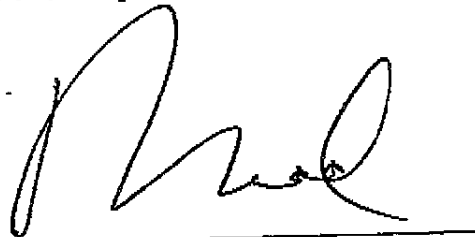
Richard D. Spradling, as President of International Food Packers Corp., a Florida corporation (the "Corporation"), hereby certifies that the sole director and all of the shareholders of the Corporation adopted a resolution by unanimous joint written consent on the 25th day of June, 1998, which approved and adopted the following amendment to the Corporation's Articles of Incorporation:

Article IV of the Articles of Incorporation of the Corporation is hereby amended in its entirety as follows:

ARTICLE IV :

The aggregate number of shares of stock which the Corporation shall have authority to issue is 100,000 shares of Common Stock with a par value of \$1.00 per share.

Dated this 25th day of June, 1998.



Richard D. Spradling,
President

JUSTIN T. WILSON
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MIAMI, FL 33133
(305) 858-5555

JTW/C. INCORP/164927/12209.004

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