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**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
THE D. GLYNN DAVIES-JUICE PRODUCTS  
ASSOCIATION SCHOLARSHIP FOUNDATION, INC.  
(A Corporation Not for Profit)**

THE UNDERSIGNED, as President of The D. Glynn Davies-Juice Products Association Scholarship Foundation, Inc., a Florida not for profit corporation, hereby certifies that:

1. The name of the corporation is The D. Glynn Davies-Juice Products Association Scholarship Foundation, Inc.

2. The amendment to the corporation's Articles of Incorporation is as follows:

Section 1 of Article VIII is hereby amended to read in its entirety as follows:

**"ARTICLE VIII. BOARD OF DIRECTORS"**

Section 1. The business and affairs of this Corporation shall be managed by a Board of Directors, whose members are referred to herein as Directors. Each Director of the Corporation shall be either (a) a former President of National Juice Products Association, Inc., a former Chairman of Processed Apples Institute, Inc., a former Chairman of Juice Products Association, Inc., or a former chief executive officer of an association whose operations and members are consolidated with Juice Products Association, Inc., or (b) employed by a member of Juice Products Association, Inc. At least one-half of the Directors shall meet the requirements of clause (a) of this Section 1."

3. The foregoing amendment to the corporation's Articles of Incorporation was adopted by a unanimous vote of the Board of Directors of the corporation at a meeting held on May 7, 2006, at which a quorum was present, to become effective upon filing with the Florida Department of State.

4. The corporation has no members entitled to vote on the amendment.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation this 27<sup>th</sup> day of July, 2006.

**D. GLYNN DAVIES-JUICE PRODUCTS  
ASSOCIATION SCHOLARSHIP FOUNDATION, INC.**

By: \_\_\_\_\_

  
James A. Zellner  
President

Ansley Watson, Jr., Esq.; Florida Bar 130900  
Macfarlane Ferguson & McMullen  
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