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THOMAS J. WOOLLEY, JR.

PROFESSIONAL ASSOCIATION
FIRST FINANCIAL PLAZA, SUITE 408
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BOYNTON BEACH, FLORIDA 33435

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TELEPHONE (56) 737- 4818 TELECOPIER (56) 737- 4819

March 8, 2001

Honorable Secretary of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Re: Orchard Hill South, Inc.

Dear Sir/Madam:

Enclosed please find the original and a copy of the Articles of Amendment of Orchard Hill South, Inc. amending the name of the corporation to Abbey Road Farms, Inc., together with a check in the amount of \$35.00 representing the appropriate fee.

Please forward to this office a copy of the Articles of Amendment after filing in the enclosed self-addressed, stamped envelope.

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

Sincerely,

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THOMAS J. WOOLLEY, JR.

TJW/kd

Enclosures

N/c



ARTICLES OF AMENDMENT OF ORCHARD HILL SOUTH, INC.

The undersigned corporation, in accordance with the Florida General Corporation Act and its By-Laws, hereby adopts the following Articles of Amendment:

ARTICLE I

The name of the corporation is: ORCHARD HILL SOUTH, INC.

ARTICLE II

Article I of this corporation's Articles of Incorporation is hereby amended in its entirety so as to read, after amendment, as follows:

"ARTICLE I"

"The name of this corporation is: ABBEY ROAD FARMS, INC."

ARTICLE III

The Amendment has been adopted by written consent of all of the Directors and all of the Shareholders of the corporation, pursuant to Section 607.1006, Florida Statutes.

The effective date of such Consent and of this Amendment is as of the date hereof. A copy of such written Consent follows these Articles of Amendment.

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Amendment on behalf of the corporation on this day of March, 2001. ATTEST:

Secretary

ORCHARD HILL SOUTH, INC.

President

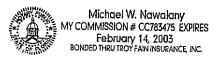
STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this OTH day of March, 2001 by JOANNE M. GALLO, President and Secretary of ORCHARD HILL SOUTH, INC., a Florida corporation, on behalf of the corporation.

NOTARY PUBLIC-STATE OF FLORIDA

My commission expires:



UNANIMOUS CONSENT OF SHAREHOLDERS AND DIRECTORS OF ORCHARD HILL SOUTH, INC. IN LIEU OF SPECIAL MEETING

This Consent shall be in lieu of a special meeting of the Directors and Shareholders of ORCHARD HILL SOUTH, INC.

The undersigned, being all of the Shareholders and members of the Board of Directors of ORCHARD HILL SOUTH, INC., acting without meeting pursuant to the Florida General Corporation Act and the By-Laws of the Corporation, does hereby consent to the amendment of Article I of the Articles of Incorporation so as to change the name of the corporation to ABBEY ROAD FARMS, INC. and approve and adopt the foregoing Articles of Amendment.

DATED: March 6, 2001.

JOANNE)M. GALLO