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April 13, 2000

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-04/20/00--01098--007
*****35.00 *****35.00

SUBJECT: Fleming Industries, Inc.

Enclosed please find an original and one (1) copy of the Articles of Amendment, for the above corporation and check in the amount of \$35.00

FROM: ROBERT A. ROSENBERG, ESQUIRE
28960 U.S. 19 NORTH, SUITE #100
CLEARWATER, FLORIDA 33761

(727) 771-8787
Telephone Number

NC
4-27-00
PAT

PLEASE SEND COPY TO:

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

Article I. Name

The name of this Florida corporation is: Fleming Industries, Inc. (the "Corporation")

Article II. Amendment

The Articles of Incorporation of the Corporation are amended as follows:

The name of the Corporation is changed to: The Fleming Group of Tampa Bay, Inc.

Article III. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted on April 18, 2000.

Article IV. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment.

The undersigned executed this document on the date shown below.

Handwritten signature of Norman F. Whitbeck, President.

Norman F. Whitbeck, President

Date: April 18, 2000