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June 26, 2000

Florida Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

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-07/11/00--01013--017
*****43.75 *****43.75

RE: St. Lucie Cold Storage Corporation

Dear Sir/Madam,

Enclosed please find Articles of Amendment of Articles of Incorporation for the above referenced Corporation.


Also enclosed please find our check in the amount of \$43.75 for filing fees. Please provide us with certified copies of the amendment.

Our phone number is (561) 461-3434 and the mailing address is:

P.O. Box 13420
Ft. Pierce, FL 34979

Thank you for your prompt attention to this matter.

Sincerely,



Dolores Becker
President

DB/elb
Encls.

FILED
00 JUL 11 AM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

cc 7/20
Amend

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ST. LUCIE COLD STORAGE CORP.**

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Article III is amended to read as follows:

The address of the principal office of the Corporation is:

6043 NW Telford Lane

Port St. Lucie, FL 34983

The mailing address of the Corporation is:

P.O. Box 13420

Ft. Pierce, Florida 34979

FILED
00 JUL 11 AM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND: Article IV is amended to read as follows:

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 50,000,000 shares of common stock having no par value.

THIRD: Article V is amended to read as follows:

The registered office of this Corporation shall be:

6043 NW Telford Lane

Port St. Lucie, FL 34983

and the registered agent of this Corporation at such office shall be **Dolores Becker**, who upon accepting this designation agrees to comply with the provisions of section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

FOURTH: Article VI is amended to read as follows:

The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than 1 nor more than 6. The names and addresses of the directors constituting the Board of Directors are:

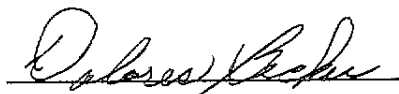
Dolores Becker, President, 6043 NW Telford Lane, Port St. Lucie, Florida 34983

Elizabeth Brown, Secretary, 6043 NW Telford Lane, Port St. Lucie, Florida 34983

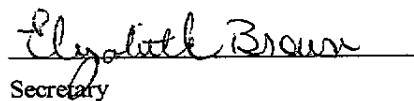
FIFTH: This amendment is dated June 26, 2000.

SIXTH: This amendment was approved by all the shareholders.

Signed this 26th day of June, 2000.

A handwritten signature in cursive script, appearing to read "Carlos Lopez", written over a horizontal line.

President

A handwritten signature in cursive script, appearing to read "Elizabeth Brown", written over a horizontal line.

Secretary

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **St. Lucie Cold Storage Corporation** at the place designated in the Articles of Amendment to Articles of Incorporation, **Dolores Becker** agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Dated this 26th day of June, 2000.

A handwritten signature in cursive script, appearing to read "Dolores Becker", is written over a horizontal line.

Dolores Becker

Registered Agent