

P00000030115

ROGERS, BOWERS, DEMPSEY AND PALADINO

ATTORNEYS

FLAGLER CENTER TOWER

505 SOUTH FLAGLER DRIVE

SUITE 1330

WEST PALM BEACH, FLORIDA 33401

ROBERT O. ROGERS

DAVID E. BOWERS

W. GLENN DEMPSEY

RICHARD PALADINO

ALLISON B. ROGERS

March 17, 2000

TELEPHONE (561) 655-8980

TELECOPIER (561) 655-9480

VIA FEDERAL EXPRESS

Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

8000003176828--8
-03/21/00--01009--021
122.50 **78.75

In re: Amendment to Articles of Incorporation and
Filing of new Articles of Corporation

To Whom It May Concern:

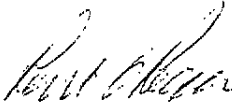
Enclosed herewith is an original and one copy of an Amendment to Articles of Incorporation changing the name of the corporation from Food Marketing Group, Inc. to Food Marketing Services, Inc.

After such Amendment has been filed, then the Articles of Incorporation for the new company (Food Marketing Group, Inc.) should be filed. The Amendment and filing of the Articles must be done in the manner described in order to make available the name of Food Marketing Group, Inc. for the new corporation.

We have enclosed a check in the amount of \$122.50 to cover the filing fees for the above-referenced documents and a certified copy of each. If you have any questions, please call me.

Sincerely,

ROGERS, BOWERS, DEMPSEY AND PALADINO



Robert O. Rogers

ROR:jiw

Enclosures - a/s

P.S.: PLEASE RETURN FILED AMENDMENT AND ARTICLES OF INCORPORATION
VIA THE ENCLOSED FEDERAL EXPRESS ENVELOPE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
001 MAR 20 PM 2:32

g 3/24/00

ARTICLES OF INCORPORATION
OF
FOOD MARKETING GROUP, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAR 20 PM 2: 32

ARTICLE I - NAME

The name of this corporation is FOOD MARKETING GROUP, INC.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation is 2620 Carter Lane, Lake Worth, Florida

33460.

ARTICLE III - DURATION

This corporation shall exist perpetually commencing as of the date these Articles are filed with the Secretary of State's office.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be organized under the Florida General Corporation Law.

ARTICLE V - CAPITAL STOCK

The Corporation shall have the authority to issue One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation 2620 Carter Lane, Lake Worth, Florida 33460, and the name of the initial registered agent of this corporation is Robert B. Nichols, Sr..

ARTICLE VII - BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The name and address of the initial director of this corporation is:

Robert B. Nichols, Jr.
2620 Carter Lane
Lake Worth, FL 33460

ARTICLE VIII - OFFICERS

The following persons shall be the officers of this corporation from its inception, and until their successors are duly elected and qualified:

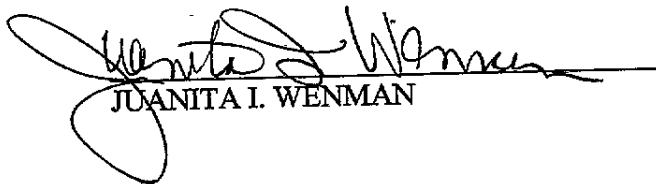
Mark Hendler	President
Mark Nichols	Vice President
Robert B. Nichols, Sr.	Secretary/Treasurer

ARTICLE IX - INCORPORATOR

The name and mailing address of the person signing these Articles of Incorporation is:

Juanita I. Wenman
505 South Flagler Drive, Suite 1330
West Palm Beach, Florida 33401

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation this 13th day of March, 2000.


JUANITA I. WENMAN

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 13 day of March, 2000, by
JUANITA I. WENMAN, who is either personally known to me or who has produced identification.



Notary Public State of Florida

My Commission Expires:



Teala Tau Parker
MY COMMISSION # CC660221 EXPIRES
October 13, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

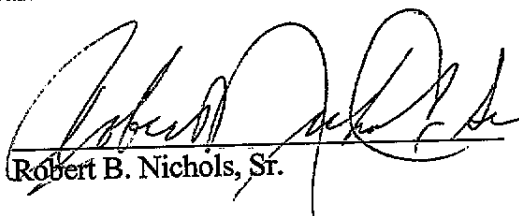
00 MAR 20 PM 2: 32

In pursuance of Chapter 48.091, Florida Statutes, FOOD MARKETING GROUP, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Lake Worth, County of Palm Beach, State of Florida, has named Robert B. Nichols, Sr., whose address is 2620 Carter Lane, Lake Worth, Florida 33460, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as the registered agent for the above corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of laws of the State of Florida relative to keeping open said office.

Dated: March 13, 2000


Robert B. Nichols, Sr.