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SHAPOVALOV & BORETH, P.A.

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May 16, 2002

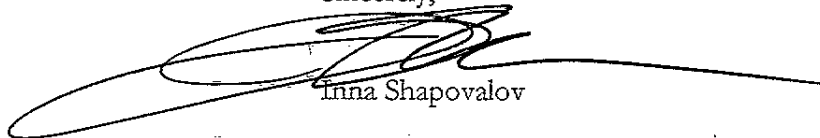
FLORIDA DEPARTMENT OF STATE
Division of Corporations / Amendments
P.O. Box 6327
Tallahassee, Florida 32314-6327

900005575299-3
-05/20/02-01082-007
*****43.75 *****43.75

Dear Sir/Madam:

Enclosed please find an amendment to the Articles of Incorporation of Belmont Foods, Inc. and a check for \$43.75. Please file the amendment and send a certified copy to the above address. Thank you for your prompt attention.

Sincerely,


Inna Shapovalov

FILED
02 MAY 20 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend/CC
5/24/02

(10)

ALBRITTON

ARTICLES OF AMENDMENT

The undersigned Florida corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendments adopted

The Articles of Incorporation of the Corporation are hereby amended to change **Article IV** to read as follows:

ARTICLE IV. Shares

The Corporation shall have authority to issue 15,000 shares of common stock.

SECOND: Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted on May 17, 2002.

THIRD: 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.

Belmont Foods, Inc.

By: 

INNA SHAPOVALOV
Assistant Secretary

Date: May 17, 2002

FILED
02 MAY 20 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Inna Shapovalov / Florida Bar Member 084123
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