

P01000025475

(Requestor's Name)

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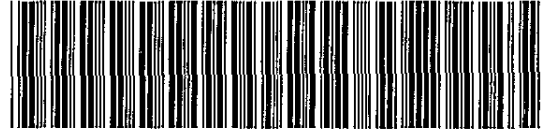
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend + N/C
58
12/



Famous German
Wholegrain Breads

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

December 3, 2002

Re: Name Change Amendment & notice of change in officers/directors

Dear Sir, Dear Mam,

AS of July 16, 2002, the name of our company has been changed from "PEMA Distributors, Inc." to "PEMA Breads, Inc.". Also, changes have been made as to the officers and directors.

Enclosed please find a copy of the Amended Articles to Articles of Incorporatio reflecting this.

Sincerely,

Stephan W. Schenk
Vice President

RECEIVED
02 DEC -9 PM 2:12
DIVISION OF CORPORATIONS

W02-34476

PEMA Breads, Inc., 3048 Orange Street, Miami, Florida, 33133, USA
Tel (305) 648-3319 Fax (305) 446-1511
Website: www.pema.com Email: steschenk1@aol.com



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 9, 2002

Stephan W. Schenk
Pema Breads, Inc.
3048 Orange Street
Miami, FL 33133

SUBJECT: PEMA DISTRIBUTORS, INC.
Ref. Number: P01000025475

We have received your document for PEMA DISTRIBUTORS, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The fee to file articles of amendment is \$35. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

Please return a copy of this letter along with your document to ensure proper handling.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6901.

Susan Payne
Senior Section Administrator

Letter Number: 602A00065136

Dear Susan,

Check for \$35.00 and docs enclosed as you requested. Thank You!

Stephan Schenk

12/13/02

PEMA BREADS, INC.

3048 Orange Street
Miami, FL 33133 USA

**AMENDED ARTICLES TO ARTICLES OF INCORPORATION OF
PEMA DISTRIBUTORS, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, PEMA Distributors, Inc., a Florida corporation (the "Corporation"), whose original Articles of Incorporation were filed on March 7, 2001, under document number P0100025475, hereby adopts the following Amended Articles ("Amendment") to its Articles of Incorporation:

FIRST: Article I is hereby replaced and amended as follows:

ARTICLE I – NAME

The name of the Corporation shall be **PEMA Breads, Inc.**

SECOND: Article V is hereby replaced amended as follows:

ARTICLE V – OFFICERS / DIRECTORS

Franz H. Leupoldt
3048 Orange St., Miami, FL 33133

President, Director

Dr. Laura Krainz-Leupoldt
3048 Orange St., Miami, FL 33133

Vice President, Director

Stephan W. Schenk, J.D.
3048 Orange St., Miami, FL 33133

Vice President, Director

Maximilian J. Schenk, Esq.
3048 Orange St., Miami, FL 33133

Secretary

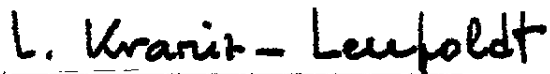
The aforesaid Amendment was approved by the directors and shareholders of the corporation and the number of votes cast for the Amendment was sufficient approval.

Dated this 16th day of July 2002.

DIRECTORS:



Franz H. Leupoldt, Director



Dr. Laura Krainz-Leupoldt, Director



Stephan W. Schenk, Director

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TALLAHASSEE, FLORIDA