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In Washington, D.C.

October 8, 2001

100004630951--3  
-10/11/01--01021--017  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

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

Re: Articles of Amendment- Martinez Farms, Inc.  
(Certified copy)

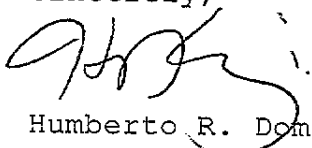
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 OCT 11 PM 2:44

Dear Sir or Madam:

Enclosed please find the original and two copies of the Articles of Amendment of the above-referenced corporation, for filing, together with our check in the sum of \$43.75 (\$35.00 filing fee and \$8.75 certified copy).

We are also enclosing a self-addressed stamped envelope for your convenience.

Thank you for your prompt attention to this matter.

Sincerely,  
  
Humberto R. Dominguez

HRD:cb  
Encl.

Amend  
V. SHEPARD OCT 16 2001

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 OCT 11 PM 2:44

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MARTINEZ FARMS, INC.

(present name)

P01000057675

(Document Number of Corporation (If known))

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:** Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Amend Article VIII: 1) Eliseo L. Martinez shall be removed as President

2) The name and post office address of the Board of Directors of this Corporation who shall hold office shall be:  
President - Dolores Magalis Martinez  
Vice-President- Dolores Magalis Martinez  
Secretary- Dolores Magalis Martinez  
Address: 2310 S.W. 58 Avenue  
Miami, Florida 33155

Amend Article X: Resident Agent is: Dolores Magalis Martinez  
2310 S.W. 58 Avenue  
Miami, Florida 33155

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 10-8-01


FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_"  
(voting group)

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 8<sup>th</sup> day of oct 2001

Signature  President, Eliseo L. Martinez  
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

\_\_\_\_\_  
(Typed or printed name)

\_\_\_\_\_  
(Title)

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DESIGNATION AND ACCEPTANCE  
OF  
REGISTERED AGENT

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, MARTINEZ FARMS, INC., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at Miami, Florida has named DOLORES MAGALIS MARTINEZ, located thereat as its registered agent to accept service of process within this State.

By: *Dolores Magalis Martinez*  
DOLORES MAGALIS MARTINEZ

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By: *Dolores Magalis Martinez*  
DOLORES MAGALIS MARTINEZ