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BASIC AMENDMENT

REUTER FOODS, INC.

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Amended & Restated

Art.

12-12-01

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 12, 2001

REUTER FOODS, INC.
561B MARIE DRIVE
ZEPHYRHILLS, FL 33541SUBJECT: REUTER FOODS, INC.
REF: P01000105101

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Please accept our apology for failing to mention this in our previous letter.

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Darlene Connell
Corporate SpecialistFAX Aud. #: H01000120123
Letter Number: 901A00065311

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 10, 2001

REUTER FOODS, INC.
5618 MARIE DRIVE
ZEPHYRHILLS, FL 33541

SUBJECT: REUTER FOODS, INC.
REF: P01000105101

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name of the person signing the document must be typed or printed beneath or opposite the signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H01000120123
Letter Number: 801A00064933

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

H01000120123

AMENDED AND RESTATED ARTICLES OF INCORPORATION

These Amended and Restated Articles of Incorporation were adopted by the Corporation's Board of Directors and shareholders pursuant to section 607.1007, Florida Statutes effective November 30, 2001. Each amendment set forth in these Amended and Restated Articles of Incorporation was approved by the shareholders by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended.

Article I. Name. If no old name is listed below, the name of this Florida corporation has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: REUTER FOODS, INC.

Old Name:

Article II. Address. The Corporation's mailing address is:

REUTER FOODS, INC.

5618 Marie Drive

Zephyrhills FL 33541

Article III. Registered Agent. The Corporation's registered agent is:

Fay Kazbour

5618 Marie Drive

Zephyrhills FL 33541

Article IV. Officers. The Corporation's officers are:

President	Khaled Kazbour
Secretary	Fay Kazbour
Treasurer	Fay Kazbour
Vice President	Fay Kazbour

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Larry S. Hersch | FL Bar Member 199745
Hersch & Kelly, P.A.
P.O. Box 1046
Dade City FL 33526
352-567-2442

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Article V. Board of Directors. The Corporation's affairs shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Corporation's Bylaws. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

The name of each member of the Corporation's Board of Directors is:

Khaled Kazbour

Fay Kazbour

Article VI. Capital Stock. The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VII. Corporate Existence. The corporate existence of the Corporation will begin effective upon the filing date of the original Articles of Incorporation.

The undersigned executed these Amended and Restated Articles of Incorporation on the date shown below.

REUTER FOODS, INC.

By: _____

Name: Khaled Kazbour Khaled Kazbour

Title: President

Date: 11/30/01

Larry S. Hersch | FL Bar Member 199745
Hersch & Kelly, P.A.
P.O. Box 1046
Dade City FL 33526
352-567-2442

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:
REUTER FOODS, INC.

REGISTERED AGENT/OFFICE:

Fay Kazbour
5618 Marie Drive
Zephyrhills FL 33541

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

Fay Kazbour
FAY KAZBOUR

Date: 11/28/200

Larry S. Hersch | FL Bar Member 199745
Hersch & Kelly, P.A.
P.O. Box 1046
Dade City FL 33526
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