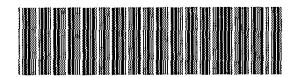
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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



BERT'S FARMS & COMPANY, INC.

(present name)

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)

ARTICLE IX: IT IS RESOLVED: That the name and address of the Stockhol holders, Directors aND Officers of this corporation who shald hold office until they succesors are chose, shall be:

NAME A	DDRESS	OFFICE	SHARES
CARLOS J.BERMUDEZ	6322 NW 110 TER.HIALEAH FI	. D/PRESID.	50
MARIA E.BERMUDEZ	6322 NW 110 TER.HIALEAH FI	. D/SECRET.	_ 50

ARTICLE X: IT IS RESOLVED: That the Registered Agent of the corporation was change. The new Registered Agent shall be:

CARLOS J. BERMUDEZ 6322 N.W. 110th Terrace Hialeah Fl. 33012

The undersigned CARLOS J.BERMUDEZ, is familiar with and accepts the duties and responsabilities as Registered Agent for said Corporation as appointed in the foregoing Certificate of Amendemends.

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:

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ا ت	THIRD: T	the date of each amendment's adoption: 01-17-03	
÷ '	FOURTH:	Adoption of Amendment(s) (CHECK ONE)	
	X	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	- :
	0	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 17th day of January . 2003 .	7:
	Signature	(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)	
		CARLOS J. BERMUDEZ	
		Typed or printed name	
		PRESIDENT	
		Title	