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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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PERRY & KERN, P.A.  
ATTORNEYS AT LAW

50 S.E. FOURTH AVENUE  
DELRAY BEACH, FLORIDA 33483

TELEPHONE 561.276.4146  
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December 24, 2002

MARK A. PERRY  
KEITH D. KERN

REAL ESTATE PARALEGAL  
MICHELLE D. EDWARDS

LEGAL ASSISTANTS  
KATHLEEN H. FARNHAM  
JENNIFER L. TORRENCE

Via Federal Express

Florida Department of State  
Division of Corporations  
403 E. Gaines St.  
P.O. Box 6327  
Tallahassee, FL 32314

RE: ZILL NURSERY, INC.

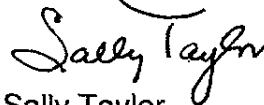
Ladies and Gentlemen:

Enclosed herewith please find an original and one photocopy of the Articles of Amendment of Articles of Incorporation regarding the above-referenced corporation. Also enclosed please find this firm's check in the amount of \$35.00 representing the filing fee for same.

If everything appears to be in order, please file the Articles and return a certified copy to this office using the pre-addressed Federal Express envelope provided herewith for your convenience.

If you should have any questions, please do not hesitate to contact me. Your assistance in this matter is greatly appreciated.

Yours truly,



Sally Taylor  
Assistant to Mark A. Perry

:smt  
Enclosures



FLORIDA DEPARTMENT OF STATE

Ken Detzner  
Secretary of State

January 9, 2003

PERRY & KERN, P.A.  
% SALLY TAYLOR  
50 S.E. FOURTH AVENUE  
DELRAY BEACH, FL 33483

SUBJECT: ZILL NURSERY, INC.  
Ref. Number: P02000038158

We have received your document for ZILL NURSERY, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

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) 245-6916.

Carol Mustain  
Document Specialist

Letter Number: 203A00001269

**Barefoot Farms, Inc.**  
**560 Village Blvd., Suite 335**  
**West Palm Beach, FL 33409**

October 15, 2003

Susan Payne  
Florida Department of State  
P O Box 6327  
Tallahassee, FL 32314

RE: Uniform Business Report for 2003

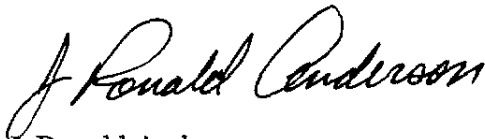
Dear Ms. Payne:

In accordance with our telephone conversation on April 5<sup>th</sup> of this year I am returning the UBR and check to you for processing. As I understand it our application for a change in the name from Zill Nursery Inc to Barefoot Farms Inc was rejected on January 9, 2003 because there is also a Barefoot Farms LLC. Our UBR was also rejected because I had changed the name on the pre-printed form to Barefoot Farms Inc. These two entities are related and both owned by me and I request that you change the name of the corporation in your records as shown in the attached form.

I am attaching a copy of the corporate minutes changing the name which was signed by the previous owner in conjunction with transferring the stock into my name. I am also attaching a copy of the original application for a name change and the letter from the Dept. of State dated January 9, 2003.

I am sorry it took so long to get the information to you , but I had a hard time getting the attorney to give me the articles changing the name. If you have any further questions you may call my office at (561) 686-1110 or fax me at (561) 686-1330.

Thank you for your cooperation.



J. Ronald Anderson  
Enclosures: Articles of Amendment

**ARTICLES OF AMENDMENT OF ARTICLES OF INCORPORATION**  
**ZILL NURSERY, INC.**

Pursuant to the provisions of Florida Statutes Section 607.1006, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

Article 1 is hereby amended to read as follows:

The name of the corporation is "BAREFOOT FARMS, INC."

The foregoing amendment was adopted by the Stockholders and Directors of the corporation on the 20<sup>th</sup> day of December, 2002.

The number of votes cast for the Amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this the 20<sup>th</sup> day of December, 2002.

ZILL NURSERY, INC.

By: \_\_\_\_\_

GARY ZILL, President/Secretary

STATE OF FLORIDA :  
COUNTY OF PALM BEACH :

The foregoing instrument was acknowledged before me this the 20 day of December, 2001 by GARY ZILL, as President and Secretary, of Zill Nursery, Inc., who is personally known to me or who has provided \_\_\_\_\_ as identification.

\_\_\_\_\_  
Notary Public - State of Florida

\_\_\_\_\_  
Printed name of Notary

My Commission Expires:



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03 OCT 31 PM 1:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA