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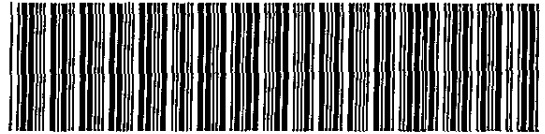
Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Janice Hawkins
Authorized changes
in the form. 7/10/03
(1a)

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Amend/cc
(1a) 7/10/03



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07/07/03--01043--025 **43.75

FILED
03 JUL -7 PM 2:00
STATE DEPT OF STATE
TALLAHASSEE, FLORIDA

Bruce J. Sperry, P.A.

Attorney at Law

Telephone
(813) 754-3030

1003 Alexander St. South
Suite 1
Plant City, Florida 33563

Telecopier
(813) 754-3928

July 1, 2003

FILED
03 JUL -7 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Lucas Produce, Inc.

Dear Sir or Madam:

Please find enclosed original and one copy of Articles of Amendment of Articles of Incorporation of Lucas Produce, Inc., together with my firm check in the amount of \$43.75 to cover the following costs:

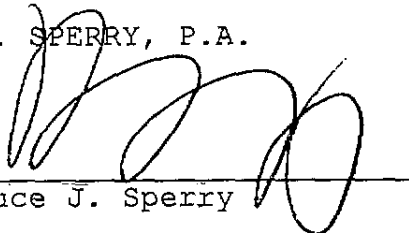
Filing Fee	\$35.00
Certified Copy	<u>8.75</u>
Total	\$43.75

After the Articles of Amendment have been approved and filed, I would appreciate your sending a certified copy of same to my office by regular United States mail.

Thank you for your attention to this matter.

Sincerely,

BRUCE J. SPERRY, P.A.

By: 
Bruce J. Sperry

Enclosures

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ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION

FILED
03 JUL -7 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LUCAS PRODUCE, INC., a Florida corporation, under its corporate seal and hands of its President, MACARIO LUCAS, and Secretary, FELICIANO LUCAS, JR., hereby certifies that on the 25th day of June, 2003, the Board of Directors by proper corporate action with formal approval by the Stockholders, pursuant to the provisions of Section 607.1006, Florida Statutes, amended the Articles of Incorporation of LUCAS PRODUCE, INC. as follows:

RESOLVED, that the undersigned, constituting all of the Directors and all of the Stockholders of LUCAS PRODUCE, INC. eligible to vote, do hereby sign this statement manifesting their intention to amend the Articles of Incorporation of LUCAS PRODUCE, INC., as filed in the Office of the Secretary of State on the 14th day of May, 2003.

RESOLVED, that Article VI of the Articles of Incorporation be amended, changed, and altered so as to read as follows:

ARTICLE VI. ADDRESS

The address of the principal office of this Corporation in the State Florida is: 2933 East Hillsborough Avenue, Tampa, Florida 33610. The mailing address of the Corporation in the State of Florida is: Post Office Box 4958, Plant City, Florida 33563. The Board of Directors from time to time may move the principal office to any other address in Florida.

RESOLVED, that Article VIII of the Articles of Incorporation be amended, changed, and altered so as to read as follows:

ARTICLE VIII. DIRECTOR

The names and post office addresses of the first members of the Board of Directors are:

Macario Lucas
214 Karppe Road
Plant City, Florida 33566

Feliciano Lucas, Jr.
214 Karppe Road
Plant City, Florida 33566

RESOLVED, that Article XII of the Articles of Incorporation be amended, changed, and altered so as to read as follows:

ARTICLE XII. REGISTERED AGENT AND OFFICE

In compliance with Chapters 45 and 607, Florida Statutes, LUCAS PRODUCE, INC. does hereby designate MACARIO LUCAS as its registered agent, and the office of the Corporation located at 2933 East Hillsborough Avenue, Tampa, Florida 33610, as its registered office.

BE IT FURTHER RESOLVED, that the Articles of Amendment shall be executed by the Corporation, by its President and by its Secretary, and filed in the Office of the Department of State as anticipated by Section 607.1006, Florida Statutes.

The undersigned certifies that the foregoing Amendment is the First Amendment to the initial Articles of Incorporation of the Corporation, and said Amendment was adopted on June 25, 2003, by unanimous vote of the Shareholders.


IN WITNESS WHEREOF, said Corporation has caused these Articles of Amendment to be signed in its name by its President, and its corporate seal to be hereunto affixed and attested by its Secretary, this 25th day of June, 2003.


LUCAS PRODUCE, INC.

By: 
Macario Lucas, President

Attest: 
Feliciano Lucas, Jr., Secretary

APPROVED BY:


MACARIO LUCAS, Shareholder
and Director

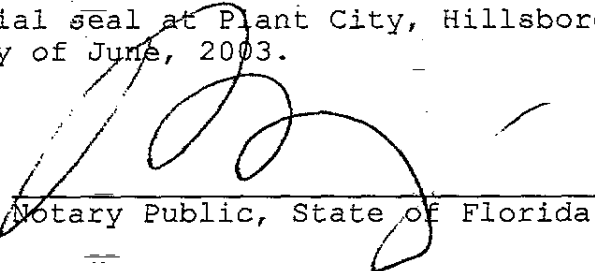

FELICIANO LUCAS, JR., Shareholder
and Director

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 25th day of June, 2003, by MACARIO LUCAS and FELICIANO LUCAS, JR., President and Secretary, respectively, of LUCAS PRODUCE, INC., a Florida corporation, on behalf of the Corporation, and they acknowledged that they executed the foregoing Articles of Amendment as such Officers for and on behalf of said Corporation after having been duly authorized so to do, and who declared their identities and who have produced their Driver's Licenses as personal identification.

WITNESS my hand and official seal at Plant City, Hillsborough County, Florida, this 25th day of June, 2003.

BRUCE SPERRY
Notary Public, State of Florida
My comm. exp. Oct. 19, 2003
Comm. No. CC873908



Notary Public, State of Florida

ACKNOWLEDGMENT:

Having been named as registered agent of the foregoing LUCAS PRODUCE, INC., I hereby accept and agree to act in this capacity and agree to comply with the laws of the State of Florida in all respects.



MACARIO LUCAS

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