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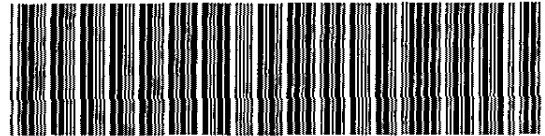
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TALLAHASSEE, FL 32307

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CLERK OF SUPERIOR COURT
TALLAHASSEE, FL 32307

Amend.
Q. Conditio FEB 17 2005



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 210038 8657A

AUTHORIZATION : *Patricia P. [Signature]*

COST LIMIT : \$ 43.75

ORDER DATE : February 17, 2005

ORDER TIME : 10:32 AM

ORDER NO. : 210038-005

CUSTOMER NO: 8657A

CUSTOMER: Ms. Kristy J. White
Ramsey W. Dulin, Esq
Suite 425
201 East Pine Street
Orlando, FL 32801

DOMESTIC AMENDMENT FILING

NAME: TUSCA FOODS, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Sara Lea -- EXT# 2914

EXAMINER'S INITIALS: _____

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TUSCA FOODS, INC.
A Florida Corporation

FILED
05 FEB 17 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1005 and Section 607.1006, FLORIDA STATUTES, this Florida profit corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: Article VI of the Articles of Incorporation is amended to read in full as follows:

"ARTICLE VI
PRINCIPAL PLACE OF BUSINESS

The initial principal place of business of the corporation shall be 1101 Main Street, The Villages, Florida 32159, until otherwise designated by the corporation."

SECOND: Article VII of the Articles of Incorporation is amended to read in full as follows:

"ARTICLE VII
DIRECTORS

The Board of Directors of the corporation shall consist of at least one director and no more than seven (7) directors. The initial board of directors shall consist of one director, whose name and address are set forth below:

Luigi Coppola

4 Coach House Drive
Baltimore, Maryland 21117"

THIRD: The foregoing amendments were adopted effective February 15, 2005.

FOURTH: The foregoing amendments were adopted and approved by the sole incorporator of the corporation prior to the issuance of shares of the corporation, pursuant to the Laws of the State of Florida.

Signed this 16th day of February, 2005.



Ramsey W. Dulin, Sole Incorporator