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MESA FOODS, INC.

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

06 AUG -9 AM 10:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.7005 and Section 607.1006, FLORIDA STATUTES, this Florida for profit corporation adopts the following Articles of Amendment to its Articles of Incorporation.

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

"ARTICLE IV

The aggregate number of shares which the corporation has authority to issue is Four Thousand (4,000) shares, all of which shall be common shares with a par value of one dollar (\$1.00)."

SECOND: The Articles of Incorporation are amended by the addition of Article IX, to read in full as follows:

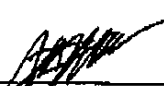
"ARTICLE IX

Certain restrictions with regard to the transfer and/or disposition of corporate shares, and/or the dilution of any shareholder's ownership interests, may be contained in a Shareholders' Agreement, a copy of which, if applicable, shall be maintained in the corporate record book."

THIRD: The foregoing amendments were adopted effective July 28, 2006.

FOURTH: The foregoing amendments were adopted and approved by the sole shareholder and sole Director of the corporation, by unanimous written consent.

Signed effective the 31st day of July 2006.



John F. Milliard, Sole Shareholder
and sole Director

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