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F.E.R. PRODUCE, CORP.

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ARTICLES OF AMENDMENT
OF
F.E.R. PRODUCE, CORP.

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted: CHANGE OF ARTICLE NO. VII

The Board of Directors of the Corporation, shall be composed THREE (3)
Persons, whose names are as follows:

FRANCIS E. RUBIO, SR. - PRESIDENT
FRANCIS RUBIO, JR. - SECRETARY
CARMENZA ESPINAL - DIRECTOR

SECOND: Amendment adopted: CHANGE OF ARTICLE NO. IV

The Shareholders of the Corporation shall be:

FRANCIS E. RUBIO, SR. - 60 SHARES
FRANCIS RUBIO, JR. - 60 SHARES

THIRD: The above amendments shall be effective from 18TH day of May, 2006.
The resting Articles shall remain unaltered.

FOURTH: The Board of Directors approved the amendments adopted. The number
of votes cast for these amendments were sufficient for approval and
shareholders' action was not required.

Signed this 18TH day of May, 2006.


FRANCIS RUBIO, JR.
SECRETARY

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