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June 2, 1997

Department of State Division of Corporations Bureau of Commercial Recording Amendment Section 409 E. Gaines Street Tallahassee, FL 32399

200002199692--9 -06/03/37--01056--007 ****140.00 *****35.00

Re: Change of Registered Agent

Dear Sir or Madam:

Pursuant to a change of registered agent for the following companies:

Del Monte Fresh Produce Company Del Monte Fresh Produce N.A., Inc. Del Monte Fresh Produce (Florida) Inc. Southern Stevedoring Co., Inc.

I am sending herewith a Certificate of Change of Registered Agent for each. Enclosed you will find our check number 112839 in the amount of \$140.00 which covers the fee of \$35.00 for each change of agent.

If you have any questions please do not hesitate to call me at (305) 520-8439. Thank you.

Sincerely yours,

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Avaim Zugarramurdi

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P.O. Box 149222, Coral Gables, FL 33114-9222 Telephone (305) 520-8400 Fax (305) 520-8495/96 @



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

June 12, 1997

ANN ZUGARRAMURDI, LEGAL ASST. DEL MONTE FRESH PRODUCE PO BOX 149222 CORAL GABLES, FL 33114-9222

SUBJECT: DEL MONTE FRESH PRODUCE COMPANY

Ref. Number: P30807

We have received your document for DEL MONTE FRESH PRODUCE COMPANY and you: check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your document must contain a statement reflecting that the street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Because this entity is formed under the laws of the state of Delaware, you must refer to section 607.1508, Florida Statutes, in lieu of section 607.0502, Florida Statutes, in the opening paragraph. Please note section 607.0502, F.S., only applies to Florida corporations.

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 (904) 487-6911.

Brenda Tadlock Sr. Corporate Section Administrator

Letter Number: 997A00031694



Del Monte Fresh Produce Company

June 18, 1997

Ms. Brenda Tadlock Sr. Corporate Section Administrator Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Dear Ms. Tadlock:

Re: Southern Stevedoring Co., Inc. - Ref Number 214466

Del Monte Fresh Produce N.A., Inc. - Ref Number: 171517

Del Monte Fresh Produce (Florida) Inc. - Ref Number: P96000101102

Del Monte Fresh Produce Company - Ref Number P30807

I am resubmitting the Certificate of Change of Registered Agent, along with a copy of your letter dated June 12, 1997, for each of the above companies.

If you have any questions or concerns, please do not hesitate to contact our office. Thank you for your help.

Sincerely yours,

Ann Zugarramurdi Legal Assistant

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CERTIFICATE OF CHANGE OF REGISTERED AGENT

PURSUANT TO THE PROVISIONS OF SECTION 607.0502, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF DELAWARE AND QUALIFIED TO DO BUSINESS IN FLORIDA, SUBMITS THE FOLLOWING STATEMENT CHANGING THE REGISTERED AGENT, IN THE STATE OF FLORIDA.

- 1. The name of the corporation is: Del Monte Fresh Produce Company
- 2. The street address of the current registered office is:

800 Douglas Entrance, Coral Gables, FL 33134

- 3. The name of its current registered agent is: Bruce A. Jordan
- 4. The name of the new registered agent is: Cheryl S. Jackman
- 5. The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.
- 6. The change of registered agent was adopted and is effective pursuant to Board of Directors Written Consent dated April 28, 1997.

Del Monte Fresh Produce Company

Daniel Palmese

Assistant Secretary

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Cheryl S. Jackman

Dated: April 29, 1997

Dated: April 29, 1997