

CT CORPORATION SYSTEM

P30807

120 S. Pine Street Room

Regester II 33324

Tel 904 474 5500

Fax 904 474 0158

September 5, 1997

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Southern Stevedoring Co., Inc.
Del Monte Fresh Produce Company

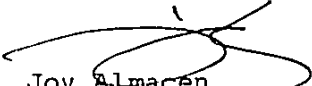
Order # 956196
Gentlemen:

As requested by counsel, we enclose for filing Statements of Change of Registered Agent on behalf of the above corporations, together with funds in payment of the required fees. These documents should be filed upon receipt.

Evidence of the filing should be returned to this office.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: 800-432-34-34

Very truly yours,


Joy Almacén
Associate Customer Specialist
/jba
Enclosure(s)

300002289783--6
-09/10/97--01105--009
*****35.00 *****35.00

VS SEP 18 1997

RA Chg.

FILED
97 SEP 10 AM 9:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508,
Florida Statutes, the undersigned corporation organized under the laws of the State of
Delaware submits the following statement in order to change its registered office
or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Del Monte Fresh Produce Company

1b. Date of incorporation December 13, 1985 Document number P30807

2. The name and address of the current registered agent and office:

Cheryl S. Jackman

800 Douglas Entrance, Coral Gables, FL 33134

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

C T CORPORATION SYSTEM

c/o C T CORPORATION SYSTEM, 1200 South Pine Island Rd., Plantation, Florida 33324

The street address of its registered agent and the street address of the business office
of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by
an officer so authorized by the board.


SIGNATURE
8-28-97
DATE

Bradley D. Hornbacher, Secretary
Typed or printed name and title

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 RELATIVE TO THE PROPER AND COM-
PLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT
THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE BY: 
(Registered Agent)
DATE August 15, 1997
VICKY GOLDSTEIN
SPECIAL ASSISTANT SECRETARY

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314