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ACCOUNT NO. : 072100000032

REFERENCE : 964407 7185439

AUTHORIZATION :

COST LIMIT : \$ 35.00

FILED
01 JAN 16 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Amend

ORDER DATE : January 12, 2001

ORDER TIME : 10:34 AM

ORDER NO. : 964407-005

CUSTOMER NO: 7185439

CUSTOMER: Sean J. Agranov, Legal Asst
Cooley Godward LLP
One Freedom Square
11951 Freedom Drive
Reston, VA 20190-5601

200003537982--3

DOMESTIC AMENDMENT FILING

NAME: NONNI'S FOOD COMPANY, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Denise Mick -- EXT# 1150
EXAMINER'S INITIALS:

DR
1/16/01

**ARTICLES OF AMENDMENT
TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
NONNI'S FOOD COMPANY, INC.**

FILED
01 JAN 16 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, Nonni's Food Company, Inc., a Florida corporation (the "*Corporation*"), adopts the following articles of amendment to its Amended and Restated Articles of Incorporation:

FIRST: The Amended and Restated Articles of Incorporation of the Corporation are hereby amended by striking out Article IV and Article V thereof and by substituting in lieu of said Articles the following new Article IV and Article V:

ARTICLE IV

Capital Stock

The Corporation shall have the authority to issue a total of 5,000,000 shares, all of which shall be shares of common stock, \$.01 par value per share.

ARTICLE V

Shareholder Agreement and Shareholders' Preemptive Rights

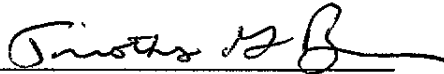
In accordance with the provisions of Sections 607.0731 and 607.0732 of the Florida Business Corporation Act, the shareholders of the Corporation propose to enter into a Shareholder Agreement, to be dated on or about December 23, 1998 (such agreement, as it may be amended from time to time, is referred to herein as the "Shareholder Agreement"), which agreement shall set forth, among other things, provisions regarding the composition of the Board of Directors of the Corporation and provisions relating to the consent requirements for the taking of certain corporate actions. It is intended that such Shareholder Agreement shall be executed by all shareholders of the Corporation and shall be binding upon all shareholders of the Corporation. In addition, in accordance with Section 607.0630 of the Florida Business Corporation Act, the Corporation elects to have shareholder preemptive rights to the extent provided in the Shareholder Agreement.

SECOND: These Articles of Amendment shall be effective at 12:01 a.m. on the 16th day of January, 2001.

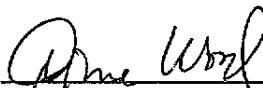
THIRD: The amendment set forth in these Articles of Amendment was adopted on January 10, 2001 by unanimous written consent of the board of directors and approved on January 10, 2001 by written consent of the shareholders.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, these Articles of Amendment have been signed by the President and the Secretary of the Corporation this 16th day of January, 2001 and affirm that the statements made herein are true under the penalties of perjury.



Timothy G. Bruer, President



Diane Wood, Secretary