

Florida Department of State

Division of Corporations Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H03000223698 9)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations

: (850)205-0380 Fax Number

From

: ALBERT J. XIQUES, ESQ. Account Name

Account Number : 110166000015 : (305)377-1000 Phone

Fax Number : (305)675-2262

BASIC AMENDMENT

NORTHERN PRODUCE, INC.

Certificate of Status	1
Certified Copy	6
Page Count	02
Estimated Charge	\$43.75

FILE No.672 07/01 '03 09:33

ID:RODRIGUEZ & MACHADO

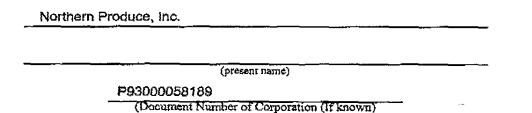
FAX:305 377 1055

PAGE 2/ 3

03 JUL - 1 PHIZ: 16

TAX AUDIT NO. H03000223698 9

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



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

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

The name of the Corporation is hereby amended and changed to: Fresh Quest, Inc.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

FILE No.672 07/01 '03 09:33 ID:RODRIGUEZ & MACHADO FAX:305 377 1055 PAGE 3/3

TAX AUDIT NO. H03000223698 9

FOURTH: Adoption of Amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval. The amendment(s) was/were sufficient for approval. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s): "The number of votes cast for the amendment(s) was/were sufficient for approval by	THIRD: T	The date of each amendment's adoption: June 30, 2003
for the amendment(s) was/were sufficient for approval. The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s): "The number of votes cast for the amendment(s) was/were sufficient for approval by		• — — — — — — — — — — — — — — — — — — —
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s): "The number of votes cast for the amendment(s) was/were sufficient for approval by	Ø	
for approval by	Q	The following statement must be separately provided for each voting group entitled to vote
The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required. The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required. Signed this		"The number of votes cast for the amendment(s) was/were sufficient
The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required. The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required. Signed this 30th day of June 2003 Signature (Byth) Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the hyperholders) OR (By a director if adopted by the directors) OR (By an incorporator if adopted by the incorporators) Roy A. Graham (Typed or printed name)		for approval by(voting group)
The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required. Signed this		
Signed this 30th day of June 2003 Signature (Byth) Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the thyreholders) OR (By a director if adopted by the directors) OR (By an incorporator if adopted by the incorporators) Roy A. Graham (Typed or printed name)	1-5	action and shareholder action was not required.
Signature Signature (By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the Instreholders) OR (By a director if adopted by the directors) OR (By an incorporator if adopted by the incorporators) Roy A. Graham (Typed or printed name) Director & Vice-President		
(By fin) Chairman of Vice Chairman of the Board of Directors, President or other officer if attopted by the shareholders) OR (By a director if adopted by the directors) OR (By an incorporator if adopted by the incorporators) Roy A. Graham (Typed or printed name) Director & Vice-President		Signed this 30th day of June 2003
(By fin) Chairman of Vice Chairman of the Board of Directors, President or other officer if attopted by the shareholders) OR (By a director if adopted by the directors) OR (By an incorporator if adopted by the incorporators) Roy A. Graham (Typed or printed name) Director & Vice-President	Signature	Day (
(By a director if adopted by the directors) OR (By an incorporator if adopted by the incorporators) Roy A. Graham (Typed or printed name) Director & Vice-President		(Byth) Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
OR (By an incorporator if adopted by the incorporators) Roy A. Graham (Typed or printed name) Director & Vice-President		OR
(By an incorporator if adopted by the incorporators) Roy A. Graham (Typed or printed name) Director & Vice-President		(By a director if adopted by the directors)
(By an incorporator if adopted by the incorporators) Roy A. Graham (Typed or printed name) Director & Vice-President		ΩŘ
Roy A. Graham (Typed or printed name) Director & Vice-President		
(Typed or printed name) Director & Vice-President		
(Typed or printed name) Director & Vice-President		Roy A. Graham
(Title)		Director & Vice-President
		(Title)