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STEVEN E. BERMAN 100 WINSTON DRIVE APT. 11D-N CLIFFSIDE PARK, NY 07010

August 19, 1998

100002623621--5 -08/24/98--01132--002 *****35.00 *****35.00

Division of Corporations Amendment Section PO Box 6327 Tallahassee, FL 32314

Re: Sugarbrook Farms, Inc.

NAME CHANGE

To Whom It May Concern:

Enclosed is a completed application for amendement to the articles of incorporation for the above mentioned Florida corporation, along with a check covering the \$35 filing fee. If you need additional information, I can be reached during the day at 201-585-7733.

Sincerely,

Steven E. Berman

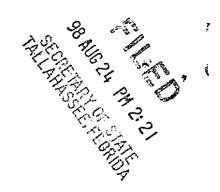
President

Sugarbrook Farms, Inc.

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SEDRETARY OF STATEA

ACG-37

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



SUGARBROOK	FARMS,	INC	
	(present name)		

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)

CHANGE NAME OF CORPORATION TO: BELLE REVE FARM, 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:

THIRD:	The date of each amendment's adoption: 8/1/98		
•	: Adoption of Amendment(s) (CHECK ONE)		
Œ	The 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 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 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.		
Signature	Signed this		
	OR		
	(By a director if adopted by the directors)		
	OR		
	(By an incorporator if adopted by the incorporators)		
	TEVEN E. BERMAN Typed or printed name		
	PRESIDENT		