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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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ACCT#: 072450003255

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NAME: REBELL FOODS, INC.

AUDIT NUMBER.....H97000009102

DOC TYPE.....BASIC AMENDMENT

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PAGES..... 2

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 4, 1997

REBELL FOODS, INC.
113 NORTH FEDERAL HIGHWAY
DANIA, FL 33004

SUBJECT: REBELL FOODS, INC.
REF: P94000006246

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

The Florida bar membership number should be included in the document in the lower left-hand corner of the first page.

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) 487-6901.

Susan Payne
Senior Section Administrator

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DIVISION OF CORPORATIONS

H97000009102

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

OF

REBELL FOODS, INC.

Pursuant to the provisions of Florida Statute 607.1006, REBELL FOODS, INC. (the "Corporation") hereby adopts the following Articles of Amendments to its Articles of Incorporation:

1. The Articles of Incorporation shall be amended as follows:

ARTICLE I

The name of the corporation is **BELL INVESTMENT GROUP, INC.**

2. The Document Number of the Corporation is P94000006246.

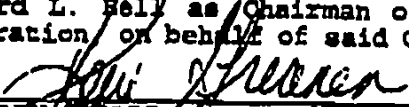
3. This Amendment was adopted on May 23, 1997, by unanimous resolution adopted at a special meeting of the Directors and Shareholders of the Corporation.

IN WITNESS WHEREOF, these Articles of Amendment to Articles of Incorporation of the Corporation have been executed this 22 day of May, 1997.


RICHARD BELL, Chairman

STATE OF FLORIDA)
:SS.
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 25th day of May, 1997, by Richard L. Bell as Chairman of **REBELL FOODS, INC.**, a Florida corporation on behalf of said Corporation.


NOTARY PUBLIC, State of Florida at Large
NOTARY: Kern Orader
My Commission Expires: June 04, 1998

Personally Known OR Produced Identification
Type of Identification Produced: FLORIDA - B404-752-61-205-0

Ex 6/8/02

This instrument was prepared by:
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KERN ORADER
My Commission Expires June 04, 1998

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