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NAME: SIZEMORE FARMS SOUTH FLORIDA, INC.

AUDIT NUMBER.....H97000005072

DOC TYPE.....BASIC AMENDMENT

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ARTICLE OF AMENDMENT
FOR

SIZEMORE FARMS SOUTH FLORIDA, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIZEMORE FARMS SOUTH FLORIDA, INC., by and through the undersigned Shareholders, Directors, and Officers, file this Article of Amendment to amend those Articles of Incorporation filed with the Secretary of State on June 15, 1995, effective June 14, 1995. Article VI, SUBSCRIBERS, shall be amended to read as follows:

ARTICLE VI

SUBSCRIBERS

The names and addresses of the subscribers of these Articles of Incorporation and the number of share they have elected to take are as follows:

<u>SUBSCRIBER</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
JOHN U. FREE, JR.	18200 SW 293 Street Homestead, FL 33030	700
JOHN W. SIZEMORE	18850 SW 216 Street Miami, FL 33030	150
VERLAN R. SIZEMORE	25250 SW 145 Avenue Homestead, FL 33030	150

THIS INSTRUMENT PREPARED BY:

JOHN P. MAAS, ESQUIRE
HELLMAN & MAAS
44 NE 16 Street
Homestead, Florida 33030
FLORIDA BAR NO: 435910
(305) 247-7132

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Additionally, Article VII, DIRECTORS, shall be amended to read as follows:

ARTICLE VII

DIRECTORS

The initial number of Directors of this Corporation shall be three (3). The number of Directors may either be increased or decreased from time to time by a vote of the stockholders in conformity with the By-Laws of the Corporation but shall never be less than one (1).

Additionally, Article VIII, INITIAL BOARD OF DIRECTORS, shall be amended to read as follows:

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The names and addresses of the members of the initial Board of Directors who, subject to the provisions of the Certification of Incorporation, the By-Laws and the corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until his successors are elected and qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
JOHN U. FREE, JR.	18200 SW 293 Street Homestead, FL 33030
JOHN W. SIZEMORE	18850 SW 216 Street Miami, FL 33030
VERLAN R. SIZEMORE	25250 SW 145 Avenue Homestead, FL 33030

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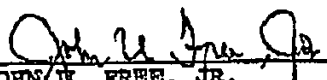
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The effective date of this Amendment shall be June 14, 1995.
Adopted this 22nd day of January, 1997.

The undersigned represents that they are the shareholders in
this corporation.

DATED this 22nd day of January, 1997.


JOHN W. FREE, JR.
Vice President/Director


JOHN W. SIZEMORE
President/Director


VERLAN R. SIZEMORE
Secretary/Director

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