

Michael Hursey, P.A.
305 South Andrews Avenue
Suite 701
Fort Lauderdale, FL 33301

P95000063732

954/779-1880
954/779-7900 Fax
300/866-1880/790

Michael Hursey
(Member of Fla. & Ill. Bars)

March 14, 1997

Secretary of State
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, FL 32314

Re: G.M. Gourmet Foods, Inc.

300002118943--3
-03/20/97--01060--004
*****43.50 *****43.50

Dear Sir/Madam:

Enclosed please find for filing the duly completed Articles of Amendment to the Articles of Incorporation for G.M. Gourmet Foods, Inc. along with our client's check in the amount of \$43.50 representing the filing fee.

Also, please forward a Certificate of Status on the above-named corporation as well. The aforementioned check should also cover the cost of the certificate.

Thank you for your assistance.

Sincerely,

Michael Hursey
MICHAEL HURSEY

MH/cjs
Encls. as noted

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 21, 1997

MICHAEL HURSEY, P.A.
305 SOUTH ANDREWS AVE.
SUITE 701
FT. LAUDERDALE, FL 33301

SUBJECT: G.M. GOURMET FOODS, INC.
Ref. Number: P95000063732

We have received your document for G.M. GOURMET FOODS, INC. and your check(s) totaling \$43.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 597A00014499

Michael Hursey, P.A.
305 South Andrews Avenue
Suite 701
Fort Lauderdale, FL 33301

954/779-1880
954/779-7980 Fax
800/960-1880 /90

Michael Hursey
(Member of Fla. & Ill. Bars)

June 4, 1997

Ms. Carol Mustain
Corporate Specialist
Division of Corporations
Florida Department of State
P. O. Box 6327
Tallahassee, FL 32314

Re: G.M. Gourmet Foods, Inc.
Articles of Amendment to
Articles of Incorporation
Requested Corrections

Dear Ms. Mustain:

Enclosed please find a corrected Articles of Amendment to Articles of Incorporation for G. M. Gourmet Foods, Inc. as was requested by your office. The document is now ready to be filed.

Additionally, I have enclosed a xerox copy of the previous check used to pay the filing fees, made payable to the State of Florida, for your information.

Thank you, Ms. Mustain.

Sincerely,

Michael Hursey
MICHAEL HURSEY

MH/djh

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
G.M. GOURMET FOODS, INC.**

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

FIRST: Amendment(s) adopted:

Article I shall be amended to read:

The principal place of business and the principal office of this corporation shall be: 4800 North State Road 7, Lauderdale Lakes, Florida 33319.

Article IV shall be amended to read:

The street address of the registered office of the corporation shall be: 4800 North State Road 7, Lauderdale Lakes, Florida, 33319, and the name of the registered agent of the corporation at the address is Barbara DelGiorno. (see ex. A)

Article VII shall be amended to read:


This corporation shall have one (1) director and one (1) officer. The name and street address of the officer and director, who shall hold office until her successors are elected or appointed, is:

Barbara DelGiorno
4800 North State Road 7
Lauderdale Lakes, FL 33319

SECOND: The date of each amendment's adoption: March 7,
1997.

THIRD: Adoption of Amendments: The amendments were adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this 7 day of March, 1997.



GERALD P. MONIZ, Director

STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

EX A

Pursuant to the provisions of Florida Statutes §§607.0502 or 607.1508, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: G.M. GOURMET FOODS, INC.
- 1a. Date of incorporation: August 17, 1995,
Document Number: P95000063732.
2. The name and address of the current registered agent and office:
Gerald P. Moniz
3740 N.W. 106th Drive
Coral Springs, FL 33065
3. The name and address of the new registered agent and office:
Barbara DelGiorno
4800 North State Road 7
Lauderdale Lakes, FL 33319


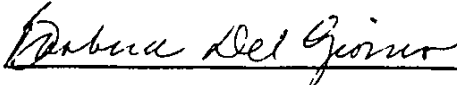
The street address of its registered agent and the street address of the business office of its registered agent as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.


GERALD P. MONIZ, Director

Date: 3/7/97

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

 
Print Name: Barbara DelGiorno
Date: 3-7-97