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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. BROWN LEAF COMPANY, INC.

(Corporation Name)

(Document #)

Amend

2. (Corporation Name)

(Document #)

000002622080--6

3. (Corporation Name)

(Document #)

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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
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DIVISION OF CORPORATION

Examiner's Initials

ADH

8/21/98

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BROWN LEAF COMPANY, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Present name)

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

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

ARTICLE VI: BOARD OF DIRECTORS

The name (s) and address (es) of the Member of the Board of Directors are:

Mark A. Ginzo - President
201 Sand Mountain Dr. N.W.
Alberville, AL 35950

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: 06, July, 1997.

FOURTH: Adoption of Amendment (s) (Check one)

_____ The amendment (s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

_____ The amendment (s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

XX

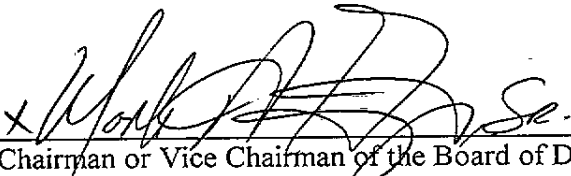
_____ The amendment (s) was/were approved by the shareholders. The number of votes cast for the amendment (s) was/were sufficient for approval.

_____ The amendment (s) was/were approved by the shareholders through a voting group.

{ 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 _____
(voting group)

Signed this 06 day of July, 1997 .

By: 
(Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders) OR (A director or incorporator if adopted by the directors of incorporators)

Mark A. Ginzo

(Typed or printed name)

President

(Title)