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DEC-15-2000 11:35

NASON, YEAGER

561 686 5442

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BASIC AMENDMENT

V'DORA FOODS, INC.

Certificate of Status	0
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AMEND
DEC 15
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 15, 2000

V'DORA FOODS, INC.
4100 POWER LINE RD Y2
POMPANO BEACH, FL 33073US

SUBJECT: V'DORA FOODS, INC.
REF: P96000015688

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.

If the document was approved by a majority vote of the shareholders, it should also contain a statement that the number of votes cast by the shareholders was sufficient for approval.

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Darlene Connell
Corporate Specialist

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**ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
V'DORA FOODS, INC.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, V'dora Foods, Inc., a Florida corporation (the "Corporation"), hereby amends its Articles of Incorporation, as follows:

Article III is hereby amended to read:

**"ARTICLE III
AUTHORIZED SHARES**

The Corporation shall be authorized to create and issue 25,000,000 shares of Common Stock having a par value of \$.001 per share. All shares shall be of the same class and all shareholders shall have unlimited voting rights."

The foregoing Amendment to the Articles of Incorporation of was approved by the majority of the shareholders entitled to vote and all of the directors of the Corporation on December 13, 2000 in accordance with Section 607.1005, Florida Statutes. The number of votes cast by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned authorized officer of this Corporation, has executed these Articles of Amendment this 13th day of December, 2000.


Edward Falcone, President

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Gary N. Gerson, Esq. (FL Bar No. 251771)
Nason, Yeager, Gerson, White & Lioce, P.A.
1645 Palm Beach Lakes Blvd., Suite 1200
West Palm Beach, FL 33418
Phone: (561) 686-3307

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