

P96000064503

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September 12, 2000

Attn: Corporations Division  
Secretary of State  
Bureau of Corporate Records  
Post Office Box 6327  
Tallahassee, Florida 32314

FILED  
00 SEP 14 AM 8:50  
TALLAHASSEE, FLORIDA

000003393060--3  
-09/14/00-01042-011  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Re: San Remo Speciality Foods, Inc.  
Effective Date: 07/31/96

Dear Sir or Madam:

Enclosed are the original and duplicate copy of the Articles of Amendment to Articles of Incorporation of the above referenced corporation, changing the corporation's name and increasing the number of shares.

Also enclosed is a check in the amount of \$43.75 to cover the \$35.00 filing fee and the \$8.75 necessary for a certified copy. Please endorse your approval of the Articles of Amendment to the Articles of Incorporation on the duplicate copy, and return the certified copy to my office at your earliest convenience. Thank you in advance for your assistance.

Yours very truly,

NC Amend  
9-26-00  
TCS

Thomas C. Shaw

Thomas C. Shaw

TCS:mfj  
Enclosures  
cc: Dario Mistri, President

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
SAN REMO SPECIALTY FOODS, INC.

FILED  
00 SEP 14 AM 8:50  
TALLAHASSEE, FLORIDA

SAN REMO SPECIALTY FOODS, INC. (the "Corporation"), a corporation organized and existing under the laws of the State of Florida, under certificate number P96000064503, filed in the office of the Secretary of State on July 31, 1996, certifies as follows:

1. The directors and shareholders of the Corporation considered amending the Articles of Incorporation in order to change "Sanremo" in the corporate name to "San Remo." After discussion, it was

RESOLVED, that the Articles of Incorporation of SANREMO SPECIALTY FOODS, INC. be amended to change its name to SAN REMO SPECIALTY FOODS, INC., and that Article I. shall be amended to read in its entirety as follows:

ARTICLE I. - CORPORATE NAME

The name of the Corporation shall be as follows:

"SAN REMO SPECIALTY FOODS, INC."

2. The directors and shareholders of the Corporation considered amending the Articles of Incorporation in order to recapitalize the corporate structure by increasing the authorized number of shares of stock to TEN THOUSAND (10,000), including voting and non-voting shares, and providing for a par value of \$1.00. After discussion, it was

RESOLVED, that the Articles of Incorporation of SAN REMO SPECIALTY FOODS, INC. be amended so as to increase the maximum number of shares of stock authorized to TEN THOUSAND (10,000), with one hundred (100) voting shares and nine thousand nine hundred (9,900) non-voting shares, and to set the par value of all shares to \$1.00 per share, and that Article IV. shall be amended to read in its entirety as follows:

ARTICLE IV. - CAPITAL STOCK

This corporation is authorized to issue TEN THOUSAND (10,000) shares of common stock having a par value of One Dollar (\$1.00) per share. ONE HUNDRED (100) of the shares shall be designated and known as voting common stock and NINE THOUSAND NINE HUNDRED (9,900) of the shares shall be designated and known as nonvoting common stock. Except for voting rights, all shares of common stock shall be subject to the same rights and shall be equal in all other respects.

3. These Articles of Amendment were approved by all of the directors of the Corporation and by all of the shareholders of the Corporation by joint written action dated August 18, 2000.

IN WITNESS WHEREOF, the undersigned President of the Corporation have executed these Articles this 18 day of AUGUST, 2000.

SAN REMO SPECIALTY FOODS, INC.

By: Dario Mistri  
DARIO MISTRI, President 08/18/2000