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February 21, 1997

Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314 400002095624--5 -02/24/97--01081--008 *****35.00 *****35.00

Re: Five Stars Equine Feed, Inc.

Gentlemen:

Enclosed please find two originals and one copy of an Amendment to the Articles of Incorporation for the above-referenced corporation. I also enclose my check in the amount of \$35 for fees. Please return a conformed copy as soon as is possible.

Very truly yours,

HOWARD P. NEWMAN

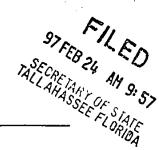
HPN:md

Enclosures

NC

VS FEB 2 7 1997

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



FIVE STARS EQUINE GROUP, INC.

(present name)

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

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

Article I is deleted in its entirety. New Article I is added:

ARTICLE I

INC. The principal office and mailing address is:

9501 Keating Drive Palm Beach Gardens, FL 33410

The name of the corporation is FIVE STARS EQUINE FEED,

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: February 21, 1997
FOURTE	: Adoption of Amendment(s) (CHECK ONE)
2	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
ξ	The amendment(s) was/were approved by the shareholders through voting groups. 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"
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
Signed this 21st day of February , 1997 Signature	
Signature	(B) the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
OR	
(By a director if adopted by the directors)	
	OR
(By an incorporator if adopted by the incorporators)	
	Howard P. Newman. Typed or printed name
	Incorporator and Secretary of the meeting
	