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December 13, 1996

FILED
96 DEC 19 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TELEPHONE: (941) 494-4836
TELECOPIER: (941) 494-6960

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32301

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-12/19/96--01105--008
*****87.50 *****87.50

RE: Cullifer Fruit, Inc.

Dear Sir:


Enclosed please find the original and one copy of Articles of Amendment of Articles of Incorporation for the above referenced corporation. Please approve and file the original Articles of Amendment of Articles of Incorporation and certify the enclosed copy and return same to me.

Enclosed is a check made payable to Secretary of State in the amount of \$87.50, for the following charges:

Filing fee	\$35.00
Certified Copy	<u>\$52.50</u>
For a total of	\$87.50

Thank you in advance for your assistance for now I remain

Sincerely,


Walter L. Brewer

WLB/mj
Enclosures

Amend

VS DEC 31 1996

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
CULLIFER FRUIT, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The UNDERSIGNED are all of the shareholders and members of the Board of Directors of CULLIFER FRUIT, INC., desiring to amend the Articles of Incorporation of Cullifer Fruit, Inc. do hereby adopt the following Articles of Amendment of Articles of Incorporation of CULLIFER FRUIT, INC.

Pursuant to Section 607.1006, Florida Statutes (1995) the UNDERSIGNED provide:

- (1) The name of the corporation is:
CULLIFER FRUIT, INC.
- (2) The text of the amendment adopted:

ARTICLE VII - Initial Board of Directors of the Articles of Incorporation of Cullifer Fruit, Inc., is deleted and in its place to following amendment is adopted:

ARTICLE VII - ~~Initial~~ Board of Directors


This corporation shall have four (4) directors initially. The number of directors may be either increased or decreased from time to time by action in accordance with the provisions of the bylaws. The names and addresses of the ~~initial~~ directors of this corporation are:

Charles F. Thornton, Jr.	3193 N.W. CR 661-A Arcadia, FL 34266
V.C. "Clyde" Hollingsworth, Jr.	Post Office Box 1020 Arcadia, FL 34265
V.C. Hollingsworth, III	Post Office Box 1020 Arcadia, FL 34265
Cary M. Mercer	4644 S.E. Brown Road Arcadia, FL 34265

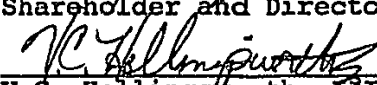
- (3) This Amendment is adopted this 12th day of December, 1996.

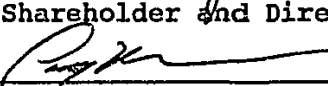
(4) This Amendment was approved by unanimous shareholder vote which is sufficient for approval.

Dated this 16th day of December 1996.


Charles F. Thornton, Jr.
Shareholder and Director


V.C. "Clyde" Hollingsworth, Jr.
Shareholder and Director

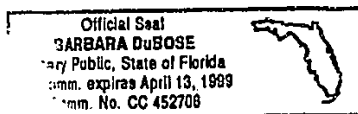

V.C. Hollingsworth, III
Shareholder and Director


Cary M. Mercer
Shareholder and Director

STATE OF FLORIDA
COUNTY OF DESOTO

The foregoing Articles of Amendment of Articles of Incorporation of Cullifer Fruit, Inc., was executed before me by Charles F. Thornton, Jr., V.C. "Clyde" Hollingsworth, Jr., V.C. Hollingsworth, III and Cary M. Mercer who are all personally known to me to be the persons described in and who executed same this 16th day of December, 1996.

(Affix Notarial Seal)

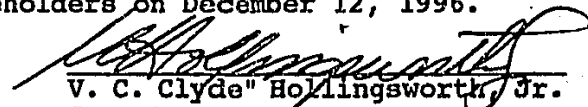



Notary Public, State of
Florida at Large

My Commission Expires:

Certificate of Secretary of Cullifer Fruit, Inc.

I, V. C. "Clyde" Hollingsworth, Jr. Secretary of Cullifer Fruit, Inc. hereby certify that the above Articles of Amendment of Articles of Incorporation of Cullifer Fruit, Inc. have been executed by all of the Shareholders and all of the Directors of said corporation and the amendment was approved by a unanimous vote of all said corporation's shareholders on December 12, 1996.


V. C. "Clyde" Hollingsworth, Jr.
Secretary