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A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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OF COUNSEL:

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*ADMITTED IN NEW JERSEY ONLY

May 13, 1998

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-05/14/98-01081--004
*****35.00 *****35.00

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32399

RE: Beacon Food Sysstms, Inc. / Amendment to Articles of Incorporation

Dear Sir/Madam:

Enclosed herewith, please find an original and a copy of the Articles of Amendment to the Articles of Incorporation of Beacon Food Systems, Inc. relative to the above referenced transaction.

I have enclosed my Elk, Bankier, Palmer & Christu check in the amount of \$35.00 representing payment in full for the filing. Please return a stamped copy to me in the enclosed self addressed, stamped envelope provided for your convenience.

Thank you for your courtesy and cooperation with regard to this matter. Should you have any questions with regard to the foregoing, please do not hesitate to contact me.

Sincerely,

ELK, BANKIER, PALMER & CHRISTU

BY: 

SCOTT A. ELK, P.A.

N/C

SAE:jvh
Enclosures
sae\beacon\scotsamd.wpd

N/C

VS MAY 26 1998

98 MAY 14 AM 11:40
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION OF
BEACON FOOD SYSTEMS, INC.**

FILED
98 MAY 14 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Article I of the Articles of Incorporation of BEACON FOOD SYSTEMS, INC., is hereby amended in its entirety to read as follows:

"I

NAME

The name of this Corporation shall be:

BEACON SERVICES, INC."

2. The foregoing Amendment was adopted unanimously by all of the shareholders and all of the members of the Board of Directors of the corporation on the 12th day of January, 1998, in accordance with Florida Statutes Section 607.1003.

3. As amended hereby, the Articles of Incorporation shall be, and remain, in full force and effect.

IN WITNESS WHEREOF, the undersigned President and Secretary of the corporation have executed these Articles of Amendment to the Articles of Incorporation this 12th day of January, 1998.

BEACON SERVICES, INC., f/k/a
BEACON FOOD SYSTEMS, INC.

By: David E. McCarty
DAVID E. McCARTY, President

By: David E. McCarty
DAVID E. McCARTY, Secretary

(CORPORATE SEAL)

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgements, personally appeared **DAVID E. McCARTY**, President and Secretary, of BEACON SERVICES, INC., f/k/a BEACON FOOD SYSTEMS, INC., known

to me and known by me to be the persons who executed the foregoing Articles of Amendment to the Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 12th day of January, 1998.

Carol C. Ezell
(Signature)
Carol C. Ezell
(Printed Name)

My Commission Expires:
My Commission No. is:

