



THE UNITED STATES
CORPORATION
COMPANY

P97 000039453

ACCOUNT NO. : 072100000032

REFERENCE : 576612 148904A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 23, 1997

ORDER TIME : 9:37 AM

ORDER NO. : 576612-005

CUSTOMER NO: 148904A

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-10/24/97--01076--026

*****35.00 *****35.00

CUSTOMER: Mr. Dennis L. Reeber
Reeber & Livigne Associates,
2185 N. Powerline Road, S.W.

Pompano Beach, FL 33069-1206

DOMESTIC AMENDMENT FILING

NAME: WILLIAMS GROCERY, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

AMC 10-24

FILED
97 OCT 24 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
97 OCT 24 AM 11:11
OFFICE OF CORPORATIONS

**ARTICLES OF AMENDMENT FOR
WILLIAMS GROCERY, INC**

THESE CONSTITUTE Articles Of Amendment for Williams Grocery, Inc., a Florida corporation whose Articles Of Incorporation were filed on May 2, 1997 with the Secretary of State, document number P97000039453.

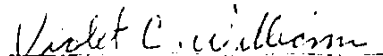
The amendments to the Articles Of Incorporation are as follows:

1. The text of ARTICLE IV. OFFICERS — DIRECTORS of the articles is amended.

The Officers — Directors to these Articles of Incorporation are:
Violet Williams, President-Director
509 Northwest 6th Street
Fort Lauderdale, Florida 33311

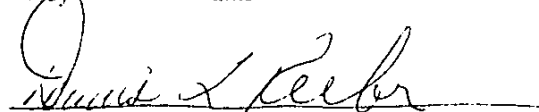
2. These amendments are adopted this date.
3. These amendments are adopted by the Board of Directors of the corporation, and are approved by the shareholders.

Dated this 3rd day of September, 1997


Violet Williams, President-Director

**STATE OF FLORIDA
COUNTY OF BROWARD**

THE FOREGOING INSTRUMENT was acknowledged before me this 3rd day of September, 1997 by Violet Williams


NOTARY PUBLIC



Dennis L. Reeber
MY COMMISSION # CC816942 EXPIRES
April 26, 2001
BONDED THRU TROY FARM INSURANCE, INC.

FILED
OCT 24 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA