

OCT-10-2001 12:07

MINTMIRE & ASSOCIATES

561 832 5696 P.01/03

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Division of Corporations
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BASIC AMENDMENT

CLEMENTS CITRUS SALES OF FLORIDA, INC.

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
Clements Citrus Sales of Florida, Inc.

Pursuant to the provision of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

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

Amended:

ARTICLE I. NAME

The name of the corporation shall be **GlobeFruits, Inc.**

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:

n/a

Donald F. Mintmire
Mintmire & Associates
265 Sunrise Ave., #204
Palm Beach, FL 33480
(561) 832-5696
Florida Bar #402435

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THIRD: The date of each amendment's adoption: 10/8/2001

FOURTH: Adoption of Amendment(s) check one:

X The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.

The following statements 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

(Voting Group)"

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 8th day of October, 2001.

BY:


(By 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)

Joseph Rizzuti, Chairman and COO
Typed or printed Name and Title

Donald F. Mintmire
Mintmire & Associates
265 Sunrise Ave., #204
Palm Beach, FL 33480
(561) 832-5696
Florida Bar #402435

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TOTAL P.02