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BASIC AMENDMENT

AMERICAN FOOD DISTRIBUTORS, INC.

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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
AMERICAN FOOD DISTRIBUTORS, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, American Food Distributors, Inc., a Florida corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is American Food Distributors, Inc.

ARTICLE II

Amendment

Article I of the Articles of Incorporation of the Corporation shall be amended in its entirety to read as follows:

"ARTICLE I

Name

The name of the corporation is Lemon Tree I, Inc." The principal office and mailing address of the corporation shall be 8402 Lemon Road, Port Richey, FL 34668."

ARTICLE III

Date of Adoption

The amendment was adopted by the Corporation's sole director and sole shareholder on March 24, 2003.

ARTICLE IV

Manner of Adoption

The amendment was duly approved by the sole shareholder of the Corporation and the number of votes cast for the amendment by the sole shareholder was sufficient for approval.

[Signature Page Next]

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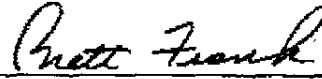
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Dated this 26th day of March, 2003.

By:



Brett Frank
President