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of Counsel

September 8, 1997

Via Certified Mail P 393 879 741

Florida Department of State
Corporate Records Bureau
Post Office Box 6327
Tallahassee, Florida 32301

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-09/11/97--01117--005
*****35.00 *****35.00

RE: Lucas Tomatoes of Georgia, Inc.

Gentlemen:

Enclosed please find a Statement of Change of Registered Office or Registered Agent, or Both for the above-captioned corporation, along with a check in the amount of \$35.00 representing the charge for filing this document.

Should you require any additional information or have any questions regarding this matter, please contact the undersigned.

Very truly yours,

CAUTHEN & FELDMAN, P.A.


William H. Cauthen

WHC/se
Enclosures

cc: Mr. Charlie V. Grizzaffe (w/o enclosure)

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SECRET
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

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Florida Department of State, Secretary of State
STATEMENT OF CHANGE OF REGISTERED OFFICE
AND REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 and 607.0502, or 607.1508, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the corporation is: LUCAS TOMATOES OF GEORGIA, INC.
- 1a. Date of Incorporation: 9-1-97 Document number: P97000075305
2. The name and address of its present registered agent is:

WILLIAM H. CAUTHEN, 215 NORTH JOANNA AVENUE, TAVERES, FL 32788-3200
3. The name and street address to which its registered agent is to be changed is: (Post office box not acceptable)

CHARLIE V. GRIZZAFFE, 2801 East Hillsborough Avenue, Tampa, FL 33610

The street address of its registered office and the street address of the business office of its registered agent, as changed, are identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer of the corporation so authorized by the board of directors.

Signature: _____

(name & title)

CHARLIE V. GRIZZAFFE, President

Date: September 5, 1997

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT UNDER SECTION 607.0505, FLORIDA STATUTES.

Signature: _____

(Registered Agent)

CHARLIE V. GRIZZAFFE

Date: September 5, 1997