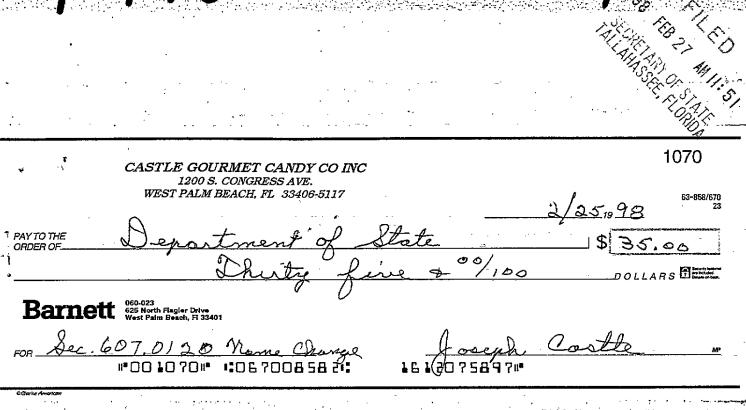
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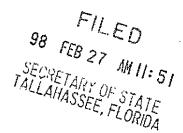
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VS MAR 5 1998

## ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



	Castle	Gourmet	Candy	Company, Inc		
(present name)						

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit 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)

(Per section 607.1006) NAME CHANGE AS FOLLOWS:

THE CASTLE GOURMET CANDY COMPANY, 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:

THIRD:	Th	ne date of each amendment's adoption: January 21, 1998				
FOURTE	<b>I</b> : .	Adoption of Amendment(s) (CHECK ONE)				
χĘ	Яx	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.				
Ę	3	The amendment(s) was/were approved by the shareholders through voting groups.  The following statement 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 byToseph_Castle"				
		voting group				
C	<b>)</b>	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.				
Ε	<b>j</b>	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.				
Signed this 25th. day of February, 1998.  Signature Loseph Castle Pres.						
		(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 Castle Typed or printed name				

Title