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FILED
NOV 10 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 2, 1998

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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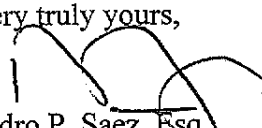
*****87.50 *****43.75

RE: KGM Foods USA, Inc./ Articles of Amendment

Gentlemen:

Enclosed for filing we are forwarding to you the original and one copy of the Articles of Amendment of the above company, duly executed and acknowledged, along with our check in the amount of \$87.50 payable to the Department of State to cover the applicable filing fees and certified copy fee. Please return to us a certified copy of the enclosed Articles of Amendment for our files.

Very truly yours,


Pedro P. Saez, Esq.

PPS:xx
Enclosure

Amend

VS NOV 16 1998

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
KGM FOODS USA, INC.

FILED
58 NOV 10 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned President and Secretary of KGM FOODS USA, INC., a Florida corporation, do hereby certify as follows:

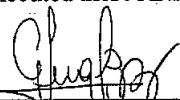
1. The name of this corporation is KGM FOODS USA, INC..
2. Article IV of the Articles of Incorporation of this corporation is amended to read in its entirety as follows:

ARTICLE IV - CAPITAL STOCK

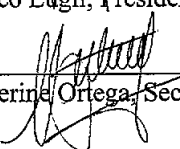
This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated as common shares.

3. This amendment was adopted by the Board of Directors of this corporation on September 29, 1998 without shareholder action.
4. The effect of this Amendment is to change the par value of all authorized shares of common stock of the Corporation, whether issued or unissued, which was incorrectly stated to be \$100.00 in the original Articles of Incorporation. Accordingly, pursuant to *Florida Statutes* Section 607.1002(7), no shareholder action is required to adopt this Amendment.
5. This amendment does not provide for an exchange, reclassification, or cancellation of issued shares.

18th IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this day of October, 1998.



Glauco Lugli, President/Director

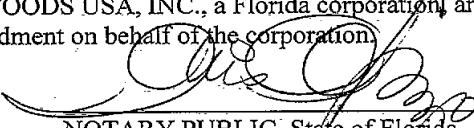


Katherine Ortega, Secretary/Director

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

BEFORE ME, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Glauco Lugli and Katherine Ortega, the President and Secretary respectively of KGM FOODS USA, INC., a Florida corporation, and they acknowledged the foregoing Articles of Amendment on behalf of the corporation.

My Commission Expires:



NOTARY PUBLIC, State of Florida

 IBIS T. ALONZO
COMMISSION # CC 544622
EXPIRES APR 02, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.