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OF COUNSEL:

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HAROLD S. BOFSHEVER

March 18, 1999

(954) 772-5151

FAX (954) 772-4224

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Cultifresh, Inc.

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-03/22/99--01094--002
*****35.00 *****35.00

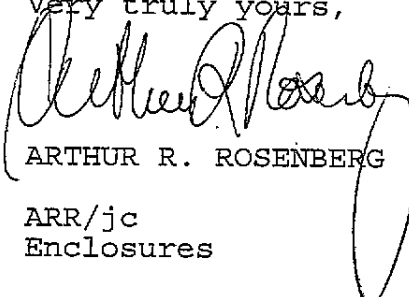
Dear Clerk:

Enclosed herein please find for filing with the Division of Corporations Articles of Amendment with regard to the above corporation.

I have also enclosed herein my firm's check in the amount of \$35.00 to cover the costs for same.

Should you have any questions, please feel free to contact this office.

Very truly yours,


ARTHUR R. ROSENBERG

ARR/jc
Enclosures

FILED
99 MAR 22 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N.C.
3-24-99
CC

ARTICLES OF AMENDMENT

CULTIFRESH, INC.


Pursuant to Florida Statutes Section 607.1006, the Articles of Incorporation of the above named Corporation is hereby amended as follows:

1. Article I is hereby amended to read as follows:

ARTICLE I


THE NAME OF THE CORPORATION IS FIRST COUSINS INVESTMENTS, INC.

2. The foregoing amendment was adopted by written consent of all the Stockholders and Directors entitled to vote thereon, pursuant to Florida Statutes §607.1003, at a meeting held on the 2nd day of March, 1999.


DOUG YOUNG, SECRETARY

STATE OF FLORIDA)
 : SS
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 2nd day of March, 1999, by DOUG YOUNG, Secretary of CULTIFRESH, INC., a Florida corporation, on behalf of the corporation, who is personally known to me.


NOTARY PUBLIC

My commission expires:



Jean M. Cinnante
MY COMMISSION # CC516025 EXPIRES
December 5, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

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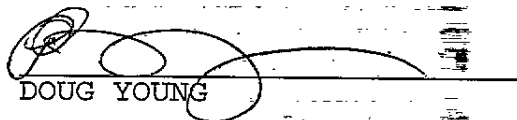
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99 MAR 22 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF SECRETARY

I, the undersigned Secretary of CULTIFRESH, INC., hereby certify that a Meeting duly held on the 2nd day of March, 1999, at which I was present, the following resolution was unanimously adopted:

RESOLVED, that the name of the corporation is hereby changed to FIRST COUSINS INVESTMENTS, INC., by Articles of Amendment which have been filed with the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.


DOUG YOUNG

STATE OF FLORIDA)
 : ss
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 2nd day of March, 1999, by DOUG YOUNG, Secretary of CULTIFRESH, INC., a Florida corporation, on behalf of the corporation, who is personally known or has produced _____ as identification.


NOTARY PUBLIC

My commission expires:



Jean M. Cinnante
MY COMMISSION # CC516025 EXPIRES
December 5, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

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