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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: FAS-T CORP. AGENTS, INC.  
CONTACT: LIDIA FERNANDEZ  
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: THE RAINBOW PRODUCE GROUP, CORP.  
AUDIT NUMBER.....H98000013880  
DOC TYPE.....BASIC AMENDMENT  
CERT. OF STATUS..0  
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PAGES..... 2  
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TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT  
TO  
ARTICLE OF INCORPORATION  
OF

THE RAINBOW PRODUCE GROUP, CORP.

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes the undersigned corporation adopts the following articles of amendment to its article of incorporation.

FIRST: Amendment(s) adopted:

ARTICLE -V-  
OFFICERS DIRECTOR(S)

DELETE

NAMES

ADDRESS

TOMAS PEREZ  
President

13260 S.W. 38th Street  
MIAMI FL 33175.

ARTICLE -V- OFFICER DIRECTOR(S)

ADDITION CHANGES

NAMES:

ADDRESS

HUGO J. MACHADO  
President/Director 50% of Shares

10300 S.W. 24th Street # C-11  
Miami FL 33165.

Prepared by: Associated Accountants  
Tax & Multiservice, Inc..  
1393 S.W. 1st Street # 103  
Miami FL 33135.Tel(305)542-5229

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H98000013880

SECOND: The date of adoption of the amendment(s) was: July 24, 1998.

THIRD: Adoption of Amendment [check one]

[ X ] The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

[ ] 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 by \_\_\_\_\_*

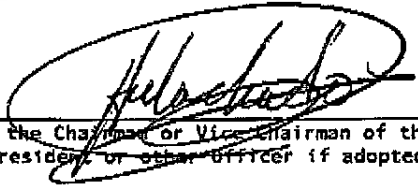
Voting Group.

[ ] The amendment(s) was/were adopted by board of directors without shareholder action and shareholder action was not required.

[ ] The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 24 day of July, 1998

Signature:

  
(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)

HUGO J. MACHADO.  
Name.

President/Director.  
Title

H98000013880