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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: PRO FOOD MGT., INC.

AUDIT NUMBER..... H98000018241 DOC TYPE BASIC AMENDMENT

CERT. OF STATUS...0

PAGES.....

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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

October 1, 1998

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PRO FOOD MGT., INC. 7601 EAST COUNTRY CLUB BLVD. BOCA RATON, FL 33487

SUBJECT: PRO FOOD MGT., INC.

REF: P98000054488

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

THE PREPARER'S STATEMENT MUST CONTAIN ALL OF THE INFORMATION LISTED ABOVE.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell Corporate Specialist PAX Aud. #: H98000018241 Letter Number: 698A00049165



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

October 2, 1998

PRO FOOD MGT., INC. 7601 EAST COUNTRY CLUB BLVD. BOCA RATON, FL 33487

SUBJECT: PRO FOOD MGT., INC.

REF: P98000054488

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The preparer's statement is incomplete. We can read the following: PREPARED BY: JACK BARITON, ESQ., S. PINE ISLAND RD., N, FLA 33324, 1339) 915-0690.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell Corporate Specialist

FAX Aud. #: H98000018241 Letter Number: 698A00049201

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ARTICLES OF AMENDMENT

OT

ARTICLES OF INCORPORATION

(sman tname)

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

Re :Article VII of the Articles of Incorporation of Pro Food Mgt., inc.

At a meeting of the Board of Directors of the corporation on September 28th, 1998, the following resolution was passed:

Marty Lacks resigned as director and vice-president of the corporation. Daniel Lacks resigned as director of the corporation.

Ralph Blasi was installed as vice-president and director of the corporation and issued shares in the sum of twenty five (25%) percent.

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:

FBN-561339

1005. Pine Island Rd #108 Plantation, F1 33324 (954) 915-0690

P.03704 202 241 3110 EMPIRE CORP

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THE	RD;	The date of each	h amend	ment's ado	ption: _	Septe	<u>mber</u>	28,1	<u>9</u> 98,	
FOU	RTH:	Adoption of A	nendmer	it(s) (check	one)	-				
	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 voting group e	statemen: ntitled to	t must be si vote separa	eparately Itely on ti	provided f he amendn	or each rens(s):			
		The number approval by	of vates	cast for th	e amendi	nent(s) wa	s/were su	fficient fo)I	
(voting group)										
Ø	The a	mendment(s) w tolder action an	as/were a d shareho	dopted by	the boar n was no	d of direct t required.	ors witho	ut .		
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.								er P	
	Sig	ned this 28^{\dagger}	L _day of	Sep	temb	ec_,	19 <u>98</u>	<u> </u>		
		Signature) (By the Presid		or Vice Sha refficer if to OR	irman of the	he Board of the shareho	Directors,			
			(By a din	on actor if adop OR	ted by the	directors)				
(By an incorporator if adopted by the incorporators)										
		_Br	we	Gree	nber	9				
Typed or printed name										
		-	Presi	iden	+/1	Sirco	TOR			
Title '										

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