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RICHARD T. STIERER

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October 21, 1998

FILED
98 OCT 23 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Dept. of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

300002671203--1
-10/23/98--01049--017
*****43.75 *****43.75

Re: Dine In Corp of South Florida

Gentlemen:

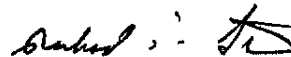
Enclosed are the following:

1. Check in the sum of \$43.75, representing the filing fee for the Articles of Amendment (\$35.00) and for a certified copy of same (\$8.75).
2. Original and one copy of the Articles of Amendment, together with the Statement of Change of Registered Office or Agent.

Kindly record the Articles of Amendment and forward a certified copy of same to this office.

Your cooperation is appreciated.

Sincerely,



RICHARD T. STIERER

RTS:lac
enclosures

VS OCT 28 1998

Amend. & N/C

ARTICLES OF AMENDMENT

FILED
98 OCT 23 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The following provisions of the Articles of Incorporation of DINE IN CORP OF SOUTH FLORIDA, a Florida corporation, filed in Tallahassee on June 26, 1998, be, and they hereby are, amended in the following particulars:

Article 1 - NAME be, and it hereby is, amended to read as follows:

"The name of the Corporation is DOLPHIN FRUITS & VEGETABLES, INC."

Article 13 - REGISTERED OFFICE AND REGISTERED AGENT be, and it hereby is, amended to read as follows:

"The address of the registered office of this Corporation is RICHARD T. STIERER, Esquire, 321 Datura Street, West Palm Beach, Florida 33401. The name and address of the registered agent of this Corporation is RICHARD T. STIERER, Esquire, 321 Datura Street, West Palm Beach, Florida 33401."

2. The foregoing amendments were adopted by the sole Stockholder and sole Director of the corporation on the 19th day of October, 1998.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this 19th day of October, 1998.

DINE IN CORP OF SOUTH FLORIDA

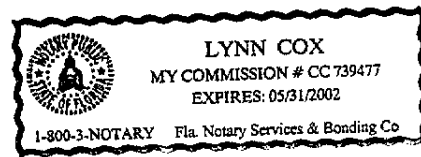
By: Gary Paul
GARY PAUL, President

Gary Paul
GARY PAUL, Secretary

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 19th day of October, 1998, by GARY PAUL, President and Secretary of DINE IN CORP OF SOUTH FLORIDA, a Florida corporation, on behalf of the corporation. He is personally known to me or has produced Fla. driver's license as identification and ~~did~~ (did not) take an oath.

Lynn Cox
Notary Public



ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I am familiar with and accept the obligation of my position as Registered Agent.

Signature: _____

Richard T. Stierer
RICHARD T. STIERER,
Registered Agent

Dated: _____

10/19/98