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June 7, 1999

VIA FEDERAL EXPRESS

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

Re: Articles of Amendment to the Articles of Incorporation of International Fruit
Products, Inc.
Our File No.: IFPI-0

000002898050--6
-06/08/99-01046--003
*****35.00 *****35.00

Dear Sir or Madam:

Enclosed for filing please find an original and one copy of its Articles of Amendment to Articles of Incorporation of International Fruit Products, Inc. together with our firm check in the amount of \$35.00 for the filing fee. Please file the original Articles of Amendment and date-stamp and return the enclosed copy of the Articles.

Thank you for your assistance in this matter. Please contact me if you have any questions.

Sincerely,

J. Riddle

Jennifer D. Riddle

Legal Assistant to Mindy L. Carreja

jdr
enclosures
178378.1

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Annex
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**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
INTERNATIONAL FRUIT PRODUCTS, INC.**

INTERNATIONAL FRUIT PRODUCTS, INC., a Florida corporation (the "Corporation"), hereby certifies as follows:

1. The Articles of Incorporation of the Corporation are hereby amended by deleting the present forms of Article IV and V in their entirety and by substituting, in lieu thereof, the following:

"ARTICLE IV
Capital Stock

"The aggregate number of shares of stock authorized to be issued by this corporation shall be 50,000,000 shares of common stock, each with a par value of \$.001 (the "Common Stock"), and 5,000,000 shares of preferred stock, each with a par value of \$.01 (the "Preferred Stock"). Each share of issued and outstanding Common Stock shall entitle the holder thereof to one vote on each matter with respect to which shareholders have the right to vote and to fully participate in all shareholder meetings. Each share of Common Stock shall entitle the holder thereof to share ratably in the net assets of the corporation upon liquidation or dissolution, but each such share shall be subject to the rights and preferences of the Preferred Stock as hereinafter set forth.

The Preferred Stock may be issued from time to time in one or more series in any manner permitted by law, as determined from time to time by the Board of Directors and stated in any resolution providing for the issuance of such shares adopted by the Board of Directors pursuant to authority hereby vested in it, each series to be appropriately designated, prior to the issuance of any shares thereof, by some distinguishing letter, number or title.

Before any shares of a particular series of Preferred Stock are issued, the designations of such series and its terms shall be fixed and determined by the Board of Directors in any manner permitted by law and stated in a resolution providing for the issuance of such shares adopted by the Board of Directors pursuant to authority hereby vested in it. Such designations and terms shall be set forth in full or summarized on the certificates for such series."

...

"ARTICLE V
Registered Office and Agent

The street address of the registered office of the corporation shall be 220 South Franklin

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TALLAHASSEE, FLORIDA

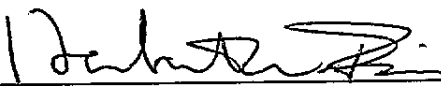
Street, Tampa, Florida 33602, and the registered agent of the corporation at such address is John N. Giordano, Esq."

2. The foregoing amendments shall become effective as of the close of business on the date these Articles of Amendment are approved by the Florida Department of State and all filing fees then due have been paid, all in accordance with the corporation laws of the State of Florida.

3. The amendments recited in Section 1. above have been duly adopted in accordance with the provisions of §607.0821, .0704 and .1003, Florida Statutes, shareholders holding all of the stock of the corporation and all directors having executed a written statement, dated as of June 7, 1999 manifesting their intentions that the amendments be adopted; and the number of votes cast for the amendments by the shareholders having been sufficient for approval.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be prepared under the signature of its President this 7th day of June 1999.

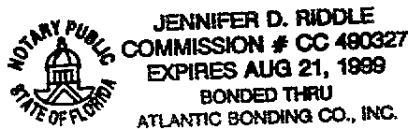
INTERNATIONAL FRUIT PRODUCTS,
INC.

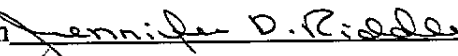
By: 
Herbert W. Fiss, President

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me, under oath, this 7 day of June 1999 by Herbert W. Fiss, an individual known to me or who has produced _____ as identification, in his capacity as President of International Fruit Products, Inc., a Florida corporation, on behalf of the corporation and for the uses and purposes described therein.



sign 
print J. Riddle

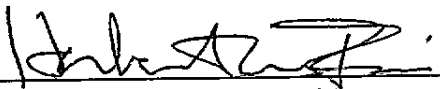
NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:

**CERTIFICATE DESIGNATING
REGISTERED AGENT**

Pursuant to the provisions of §§48.091 and 607.0502, Florida Statutes, INTERNATIONAL FRUIT PRODUCTS, INC., hereby designates John N. Giordano, Esq., an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 220 South Franklin Street, Tampa, Florida 33602, the business office of its Registered Agent, as its Registered Office.

INTERNATIONAL FRUIT PRODUCTS,
INC.

By: 
Herbert W. Fiss, President

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act in accordance with the provisions of §§48.091 and 607.0505, Florida Statutes.


John N. Giordano, Esq.