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From:
Account Name : YOUR CAPITAL CONNECTION, INC.
Account Number : 120000000257
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BASIC AMENDMENT

JOYCO USA COMPANY

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CORPORATIONS, FLORIDA

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
JOYCO USA COMPANY**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, pursuant to Florida Statutes, does hereby state as follows:

1. The name of this corporation is JOYCO USA COMPANY (the "Corporation").
2. Article 1 of the Articles of Incorporation of the Corporation is amended to change the name of the Corporation to be as follows:

Richardson Brands Confectionery, Inc.

3. This Amendment was adopted as of the date set forth below.
4. This Amendment was adopted by the Board of Directors and Shareholders of the Corporation, with the number of votes being sufficient for approval.

Dated this 30th day of April, 2004.

JOYCO USA COMPANY, a Florida corporation

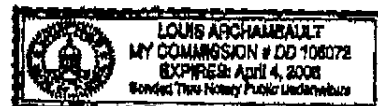
By: [Signature]
Pietro Fenu, US President

STATE OF FLORIDA)
) SS.:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, this day personally appeared Pietro Fenu, as Authorized Representative, on behalf of the Corporation. The undersigned is personally known to me or has delivered a Florida Driver's License as identification and did take an oath.

[Signature]
NOTARY PUBLIC, STATE OF FLORIDA
Print Name: Louis Archambault
My Commission Expires: _____

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CAPITAL CONNECTION