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COR AMND/RESTATE/CORRECT OR O/D RESIGN

C.P. VEGETABLE OIL (FLORIDA) INC.

Certificate of Status	1
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**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
C.P. VEGETABLE OIL (FLORIDA) INC.**

**FILED**  
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SECRETARY OF STATE  
FLORIDA

The following provision of the Articles of Incorporation of C.P. VEGETABLE OIL (FLORIDA) INC., a Florida corporation (the "Corporation"), Charter Number P98000088151, be, and it is hereby, amended as set forth below:

Article III of the Articles of Incorporation of the Corporation is amended by deleting it in its entirety and inserting in lieu thereof a new Article III to read as follows:

**ARTICLE III  
AUTHORIZED SHARES**

The total number of authorized shares which the Corporation is authorized to issue is 2,844,000 shares consisting of: (i) 1,000 shares of Common Stock, par value \$1.00 per share (ii) 600,000 shares of Class A Preferred Stock, Non-Voting and Non-Participating, par value \$1.00 per share; (iii) 243,000 shares of Class B Preferred Stock, Non-Voting and Non-Participating par value \$1.00 per share; and (iv) 2,000,000 shares of Class C Preferred Stock, Non-Voting and Non-Participating par value \$1.00 per share.

The board of directors are expressly authorized to issue from time to time all or any shares of Common Stock and the Preferred Stock in one or more series, and to fix for each such series such designations, preferences (including seniority upon liquidation), optional or other special rights, redemption rights, conversion privileges and such qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the board of directors providing for the issuance of such series and to the fullest extent as now or hereafter permitted by these Articles of Incorporation and the laws of the State of Florida. Unless a vote of any shareholder is required pursuant to a certificate establishing a series of Preferred Stock, the board of directors may from time to time increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series of Preferred Stock subsequent to the issuance of shares of that series. In case the number of shares of any series is so decreased, the shares constituting such reduction shall resume the status that such shares had prior to the adoption of the resolution originally fixing the number of shares of such series.

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The foregoing amendment was adopted by Written Consent of the board of directors and the shareholders of the Corporation dated as of October 31<sup>st</sup>, 2008.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation as of October 31st, 2008.

**C.P. VEGETABLE OIL (FLORIDA) INC.**

By: 

Christian Pellerin, President