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THE LAW FIRM OF

GILLESPIE & ALLISON, P.A.

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†Also Admitted in Colorado & the
District of Columbia

♦ Admitted in New York
Not Admitted in Florida

July 26, 1999

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

      Re: Articles Of Amendment
             Luigino, Inc.

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600002945356--4
-07/29/99--01053--019
*****35.00  *****35.00
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Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Amendment to Articles of Incorporation for the above named Florida corporation. Also enclosed is a check in the amount of $35.00 representing payment of the filing fee. Please file the enclosed Amendment and return a conformed copy to the undersigned as soon as possible. Thank you for your cooperation and anticipated prompt attention to this matter.

Very truly yours,

Donald M. Allison

Donald M. Allison

DMA/cev
Enclosures
cc: David H. Simmons, Esquire

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

LUIGINO, INC.

FILED

99 JUL 29 AM 9: 35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of F.S. §607.1006, this corporation adopts the following article of amendment to its Articles of Incorporation:

FIRST: ARTICLE I. The corporate name shall be changed from "LUIGINO, INC." to "CL OF BOCA CORP."

SECOND: The date of the amendment's adoption is July __9th__, 1999.

THIRD: The foregoing amendment was approved by the shareholders and adopted by the Board of Directors. The number of votes cast for the amendment was sufficient for approval.

Signed this _9_ day of July, 1999.

LUIGINO, INC.

By:_____
CLAUDIO LaROCCA
President/Director/Shareholder

STATE OF FLORIDA
COUNTY OF PALM BEACH

Subscribed and sworn before me this __9th__ of July, 1999.

_____
Notary Public
My Commission Expires: