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STEVEN R. KUTNER, P.A.

Attorney at Law
KEEWIN LEXINGTON PARK
151 Lookout Place, Suite 110
Post Office Box 948311
Maitland, Florida 32794-8311

Telephone (407) 644-1104
Facsimile (407) 629-0090

November 1, 1999

Secretary of State
Attn: **Articles of Incorporation**
Post Office Box 5588
Tallahassee, Florida 32314

100003035571--2
-11/04/99-01093-003
*****35.00 *****35.00

Re:

Dear Secretary:

Enclosed please find Articles of Amendment to Articles of Incorporation for **A & S FOODS, INC.**, and Check No. 5939 in the amount of Thirty-Five Dollars and 00/100 (\$35.00) which represents the following costs:

1. **Filing Articles of Amendment** **\$35.00**

TOTAL AMOUNT OF COSTS DUE: \$35.00

Please file this document at your earliest opportunity and mail it back to our office in the enclosed self-addressed stamped envelope.

If you have any questions regarding the above captioned matter, please do not hesitate to call.

Very truly yours,

Steven R. Kutner, Esquire

SRK/

99 NOV -4 PM 1:10
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

I:\doc\closings\436 Cit\gotSECRETARY OF STATE ARTICLES OF AMENDMENT

Amend

T BROWN NOV 15 1999

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

A & S FOODS, INC.

(present name)

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 Florida Statutes, this corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE V
REGISTERED OFFICE AND AGENT

The street address in Florida and the registered office of the Corporation is **8511 Summerville Place, Orlando, Florida 32819**, and the name of the registered agent at such address is **SHIRAZ VIRJI**.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: **November 1, 1999.**

FOURTH: Adoption of Amendment(s) **(check one)**

XX The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

_____ The amendment(s) was/were approved by the shareholders through voting groups.

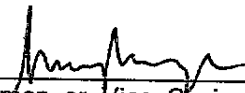
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

_____ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

_____ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 1st day of November, 1999.

Signature 
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a Director if adopted by the Directors)

OR

(By an Incorporator if adopted by the Incorporators)

SHIRAZ VIRJI
Typed or Printed Name

President
Title

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICES OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

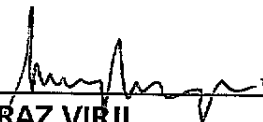
In compliance with Section 48.091, Florida Statutes, the following is submitted:

That A & S FOODS, INC., having organized under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at Orlando, Orange County, State of Florida, has named SHIRAZ VIRJI located at 8511 Summerville Place, Orlando, Florida 32819, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Date: November 1, 1999



SHIRAZ VIRJI