

JULIO A. FERNANDEZ

P99000055242

March 20, 2000

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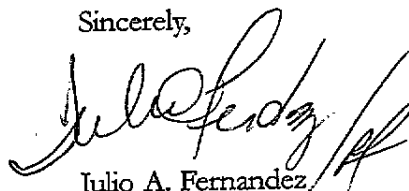
Florida Department of State
Division of Corporation
409 East Gaines Street
Tallahassee, FL 32399

Dear Sir or Madam:

I have filed an Amendment to the Articles of Incorporation of Bon USA changing the name to Real Fruit Inc., Please adjust the existing dba (Palms Industries and Bon USA) to reflect the proper name of Real Fruit Inc.

If you have any questions please feel free to contact me at 305-821-4799

Sincerely,


Julio A. Fernandez
President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 APR -6 PM 2:31

FILED

From 3/20/00
to Julio Fernandez Phone (35) 821-4799
nder's
ame
mpany SUPER DEAL
tdress 6190 NW 173RD ST APT 624 Dept./Floor/Suite/Room
y MIAMI State FL ZIP 33015
Your Internal Billing Reference Information _____

4-6




FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 3, 2000

Julio Fernandez
350 West 20th Street. #9
Hialeah, FL 33266

SUBJECT: BON-USA, INC.
Ref. Number: P99000055243

We have received your document for BON-USA, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If the document was approved by a majority vote of the shareholders, it should also contain a statement that the number of votes cast by the shareholders was sufficient for approval.

If you wish to change your fictitious name you may do so by filing the enclosed application and submitting the appropriate fees to this office.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 600A00017918

**AMENDMENT TO
ARTICLES OF INCORPORATION
OF
BON USA, INC.**

The undersigned, for the purpose of amending the Articles of Incorporation under §607.1006 of the Florida Business Corporation Act, hereby adopts the following Amendment to Articles of Incorporation:

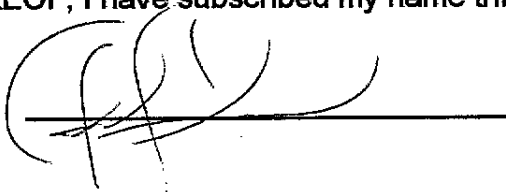
A. The name of the corporation is changed to: REAL FRUIT, INC.

B. These Articles of Amendment shall be adopted upon the filing of these Articles of Amendment with the Department of State.

C. These Articles of Amendment were unanimously approved and adopted on March 7, 2000, by a majority of the Shareholders of the corporation, who hold all of the outstanding stock of the corporation. The number of votes were sufficient for approval.

IN WITNESS WHEREOF, I have subscribed my name this 5 day of April, 2000.

Julio A. Fernandez
President



STATE OF FLORIDA)

4/5/00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 APR -6 PM 2:31

FILED

COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 5 day of April, 2000, by Julio A. Fernandez, who is personally known to me or who has produced a Florida driver's license as identification and who did (did not) take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this _____ day of April, 2000.

My Commission Expires: _____

Notary Public
Name: (printed)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA