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Fax Number : (850)205-0380

From:

Account Name : SCHIFINO & FLEISCHER, P.A.
Account Number : I20010000114
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

FIESTA FOOD PRODUCTS, INC.

Certificate of Status	1
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Amend
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1/4/02

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FIESTA FOOD PRODUCTS, INC.**

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TALLAHASSEE, FLORIDA**

Pursuant to the provisions of Sections, 607.1001, 607.1003, and 607.0704, of the Florida Business Corporations Act, the undersigned corporation does hereby adopt these Articles of Amendment to its Articles of Incorporation, and the undersigned officer does hereby certify individually and on behalf of the undersigned corporation as follows:

1. The name of the corporation is Fiesta Food Products, Inc., a Florida corporation (this "Corporation"), and its Articles of Incorporation were filed and became effective on September 20, 1999.
2. The text of Article I of the Articles of Incorporation of this Corporation is hereby amended to read as follows:

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be:

CDR PROPERTIES, INC.

3. The text of Article VI of the Articles of Incorporation of this Corporation is hereby amended to read as follows:

ARTICLE VI - PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of this corporation shall be:

One Tampa City Center
201 North Franklin Street, Suite 2700
Tampa, Florida, 33602

4. New of Article XIII is hereby added to the Articles of Incorporation of this Corporation and shall read as follows:

ARTICLE XIII - REGISTERED OFFICE AND REGISTERED AGENT

The registered office of this corporation shall be located at the offices of Schifino & Fleischer, P.A., One Tampa City Center, Suite 2700, 201 North Franklin Street, Tampa, Florida 33602, and the registered agent of this corporation at such office shall be Lina

Angelici, Esq. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

5. The preceding amendments were approved on October 1, 1999 by the unanimous vote of the Board of Directors of this Corporation, and by the vote of the sole shareholder of this Corporation's Common Stock, the only class of securities outstanding and entitled to vote on the amendments, which approvals are sufficient for the adoption thereof.

IN WITNESS WHEREOF, this Corporation has caused these Articles of Amendment to the Articles of Incorporation to be executed this 4th day of January 2002.

FIESTA FOOD PRODUCTS, INC.

By: 

David M. Schifino, President

**ACCEPTANCE OF SERVICE AS REGISTERED AGENT
FOR
FIESTA FOOD PRODUCTS, INC.**

The undersigned, Lina Angelici, having been named as Registered Agent to accept service of process for the above-named corporation, at the Registered Office designated in the Amendment to the Articles of Incorporation of said corporation filed with the Florida Secretary of State on January 4, 2002, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 4th day of January 2002.


Lina Angelici