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DIVISION OF CORPORATIONS  
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(305) 858-4770

FEDERAL EXPRESS

December 20, 2000

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

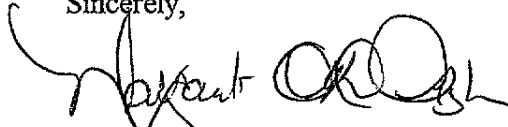
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\*\*\*\*\*87.50 \*\*\*\*\*43.75

**US Beef Packers Corp.**  
**Articles of Amendment of the Articles of Incorporation**

Ladies and Gentlemen:

Enclosed herein is the original Articles of Amendment of the Articles of Incorporation of the captioned company, changing its corporate address and capitalization. Also enclosed is this firm's check in the amount of \$87.50 to cover the requisite filing and certified copy fees. Please forward the certified copy of the Articles of Amendment to me in the enclosed prepaid, self-addressed Federal Express envelope. If you have any questions please call me at (305) 860-7362.

Sincerely,

  
Margaret O'D. Ryder  
Legal Assistant

MOR

*Amend.*

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
US BEEF PACKERS CORP.**

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Richard D. Spradling, as President of US Beef Packers Corp. (the "Corporation"), hereby amends the Articles of Incorporation of the Corporation as follows:

1. The name of the Corporation is  
US BEEF PACKERS CORP., a Florida corporation (the "Corporation"),  
whose principal office address is P.O. Box 557845, Miami, Florida 33255.
2. Article I and Article IV of the Articles of Incorporation of the Corporation are hereby deleted in their entirety and amended to read as follows:

**"ARTICLE I- NAME**

The name and address of this corporation shall be :

US Beef Packers Corp.  
8500 West Flagler Street  
#B207  
Miami, Florida 33144"

**"ARTICLE IV - CAPITAL STOCK**

The maximum number of shares of stock which the Corporation is authorized to issue and have outstanding at any time shall be:

<u>Number of Shares</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
300	\$1.00	Class "A" Voting Common
301	\$1.00	Class "B" Non-Voting Common

The rights, privileges and immunities of both classes of stock shall be equal, except that Class "B" Non-Voting Common Stock shall have no right to vote. The reclassification of shares shall be implemented by designating all of the issued and outstanding shares of common stock as Class "A" Voting Common Stock, and by issuing 301 shares of common stock which will be designated as Class "B" Non-Voting Common Stock."

- iii. The foregoing amendment was adopted by all the shareholders of the Corporation on December 14, 2000, by unanimous written consent of such Shareholders entitled to vote.

- iv. 300 shares of the Corporation's 300 authorized shares of common stock, par value \$1.00 per share, have been issued as of this date and as of the date of the adoption of the amendment.

This Amendment to the Articles of Incorporation is executed in Miami, Florida, this 20 day of December, 2000.

US BEEF PACKERS CORP.,  
a Florida corporation

By: \_\_\_\_\_

Richard D. Spradling, President