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FILED
01 JAN 18 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FACSIMILE
(305) 858-4777

FEDERAL EXPRESS

January 17, 2001

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

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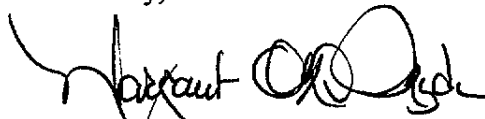
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US Beef Packers Corp.
Articles of Amendment of the Articles of Incorporation

Ladies and Gentlemen:

Enclosed herein is the original Articles of Amendment of the Articles of Incorporation of the captioned company, modifying its corporate capitalization and common stock designations. 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

Amend
1-23-01
BVS

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

- i. The name of the Corporation is
US BEEF PACKERS CORP., a Florida corporation (the "Corporation"),
whose principal office address is 8500 West Flagler Street, Suite B207,
Miami, Florida 33144.
- ii. Article Article IV of the Articles of Incorporation of the Corporation is
hereby deleted in its entirety and amended to read as follows:

"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 nor any rights to distributions that may be granted to the Class A Common Stock, from time to time, unless provided for by the Class A shareholders. 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 the sole director and all of the shareholders of the Corporation on January 16, 2001, by unanimous written consent of such sole director and shareholders entitled to vote.

- iv. 300 shares of the Corporation's 300 authorized shares of Class A Voting 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 16 day of January, 2001.

US BEEF PACKERS CORP.,
a Florida corporation

By: 

Richard D. Spradling, President