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BASIC AMENDMENT

SUN FRESH PRODUCE, INC.

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF
SUN FRESH PRODUCE, INC.**

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (1993), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Sun Fresh Produce, Inc. (the "Corporation").
2. The following amendment to the Articles of Incorporation was adopted by the Stockholders (the number of votes cast being sufficient for approval) and Directors of the Corporation by the Written Consent of Sole Stockholder and Sole Director of the Corporation in Lieu of a Joint Special Meeting, dated January 15, 1999, in the manner prescribed by Sections 607.1003 and 607.1006 of the Florida Business Corporation Act:

ARTICLE IV of the Articles of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

"ARTICLE IV. - AUTHORIZED SHARES

The aggregate number of shares which the corporation shall have the authority to issue shall be one million (1,000,000) shares of common stock only, each share having a par value of \$1.00."

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

SUN FRESH PRODUCE, INC.,
a Florida corporation

By: Michael J. Turdo
Michael J. Turdo, President

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