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BASIC AMENDMENT
FRUITPACK INTERNATIONAL, INC.

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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
FRUITPACK INTERNATIONAL, INC.**

00 DEC -8 PM 3: 39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, Fruitpack International, Inc., a Florida corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is Fruitpack International, Inc.

ARTICLE II

Amendment

Article IX of the Articles of Incorporation of the Corporation shall be amended in its entirety to read as follows:

"ARTICLE IX

Exculpation and Indemnification

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act. If the Florida Business Corporation Act is amended after the filing of these Articles of Incorporation of which this Article IX is a part to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of directors and officers of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

The Corporation shall indemnify to the fullest extent permitted by law, whether currently existing or arising in the future, any person who is made, or is threatened to be made, a party to any action, suit or proceeding (whether civil, criminal, administrative, or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served as a director or officer of any other enterprises at the request of the Corporation.

Any repeal or modification of the foregoing paragraphs of this Article IX by the shareholders of the Corporation shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or modification."

Prepared by:

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P. O. Box 3239

Tampa, FL 33601

Florida Bar Number 066583

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TPA#1648150.01

ARTICLE III
Date of Adoption

The amendment was adopted by the Corporation's sole sharcholder on November 16, 2000.

ARTICLE IV
Manner of Adoption

The amendment was duly approved by the sole shareholder of the Corporation and the number of votes cast for the amendment by the sole shareholder was sufficient for approval.

[Signature Page Follows]

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FI Dept of State:# 4/ 4

Dated this 8th day of December, 2000.

FRUITPACK INTERNATIONAL, INC.

By: *Robert A. Peiser*

Name: Robert A. Peiser

Title: President