

Filing Fee: \$50.00

Corp. I.D. #

2/6/46

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
ROCH'S FRUIT & PRODUCE, INC.

RECORDED
1994
DEC 28

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is ROCH'S FRUIT & PRODUCE, INC.

SECOND: The shareholders of the corporation on December 27, 1994, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

FILED

DEC 28 1994

By JB #1
13477

[Insert Amendment(s)]

(1) That Article FOURTH of the Articles of Incorporation be deleted in its entirety and the following be substituted in lieu thereof:

"The aggregate number of shares which the Corporation shall have authority to issue is One Hundred (100) shares of common stock, without par value, of which (a) One (1) share shall be designated as Class A Common Stock, without par value (the "Class A Common Stock") and (b) Ninety-nine (99) shares shall be designated as Class B Common Stock, without par value (the "Class B Common Stock").

The designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations, or restrictions thereof, of the shares of Class A Common Stock and Class B Common Stock, shall be as follows:

Except as otherwise required by law, the voting power for the election of officers and for all other purposes shall be vested exclusively in the holders of shares of Class A Common Stock, and holders of shares of Class B Common Stock shall not have any voting power or be entitled to receive any notice of meetings of stockholders. In all other respects, the designations, powers, preferences and rights, and qualifications, limitations and restrictions thereof, of the shares of Class A Common Stock and Class B Common Stock shall be identical, share for share."

(2) That Article FIFTH of the Articles of Incorporation be deleted in its entirety and the following be substituted in lieu thereof:

"The preemptive rights set forth in Rhode Island General Laws, (1956) as amended, Section 7-1.1-24 are denied to the Stockholders."

(3) That Article SIXTH of the Articles of Incorporation be amended to read as follows:

"(a) Action by the stockholders pursuant to Rhode Island General Laws, (1956), as amended, Section 7-1.1-30.3(b) is hereby authorized.

(b) No director or stockholder undertaking to exercise the responsibilities of a director shall have personal liability to the corporation or to its stockholders for monetary damages for breach of such director's or stockholder's duty as a director or, in the case of a stockholder, duty as a

person undertaking to exercise the responsibilities of a director; provided that this provision shall not eliminate or limit the liability of such director or stockholder for: (i) any breach of such director's or stockholder's duty of loyalty to the corporation or its stockholders; (ii) acts or omissions not in good faith or which involved intentional misconduct or a knowing violation of law; (iii) liability imposed pursuant to the provisions of Rhode Island General Laws §7-1.1-43; or (iv) any transaction from which such director or stockholder derived an improper personal benefit (unless said transaction is permitted by Rhode Island General Laws §7-1.1-37.1)."

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 100; and the number of shares entitled to vote thereon was 100.

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares</u>
	NONE

FIFTH: The number of shares voted for such amendment was 100; and the number of shares voted against such amendment was 0.

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares Voted</u>	
	<u>For</u>	<u>Against</u>

NONE

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (If no change, so state)

Upon the effective date and time of the amendment (the "Effective Time"), all shares of Common Stock issued and outstanding immediately prior to the Effective Time shall be exchanged for, and reclassified and converted into, shares of Class A Common Stock and Class B Common Stock on the following basis (such exchange, reclassification and conversion is hereinafter referred to as the "Recapitalization"): (1) each block of One Hundred (100) shares of Common Stock owned by each record and beneficial owner immediately prior to the Effective Time shall automatically, and without any action on the part of such owner, be exchanged for, and reclassified and converted into, One (1) share of Class A Common Stock and Ninety-nine (99) shares of Class B Common Stock. The interests of the shareholders of such block shall proportionately be converted in accordance with this paragraph.

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows: (If no change, so state)

NO CHANGE

Dated December 27, 1994

ROCH'S FRUIT & PRODUCE, INC.

By Jaymond M. Joch
Its _____ President
and Denise Rock
Its Assistant Secretary

