

State of Idaho

Department of State

AMENDED CERTIFICATE OF AUTHORITY OF

SUNSEEDS ACQUISITION CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of SUNSEEDS ACQUISITION CORPORATION for an Amended Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Amended Certificate of Authority to SUNSEEDS COMPANY to transact business in this State under the name SUNSEEDS COMPANY and attach hereto a duplicate original of the Application for such Amended Certificate.

Dated: April 5, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Lonya Herald*

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-118, Idaho Code, the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of Idaho and for that purpose submits the following statement.

1. A Certificate of Authority was issued to the corporation by your office on March 23, 1994, authorizing it to transact business in the State of Idaho under the name of Sunseeds Acquisition Corporation

2. Its corporate name has been changed to Sunseeds Company

(Note: If the corporation name has not been changed, insert "No change.")

3. The name which it shall use hereafter in the State of Idaho is Sunseeds Company

4. It desires to pursue in the transaction of business in the State of Idaho purposes other than or in addition to those set forth in its prior application for certificate of authority, as follows:

No change

(Note: If no additional purposes are proposed, insert "No change.")

Dated _____

Sunseeds Company

(Corporation Name)

By

Its President/Vice President (please specify)

and

Its Secretary/Assistant Secretary (please specify)

STATE OF New York)
COUNTY OF Westchester) ss:

I, Linda Potash, a notary public, do hereby certify that on this 31st day of March, 1994, personally appeared

before me Christopher Lacovera, who being by me first duly sworn,

declared that (s)he is the Secretary of Sunseeds Company

IDAHO SECRETARY OF STATE
19940405 0900 69367 2
CK #: 20758 CUST# 23857

that (s)he signed the foregoing document as Assistant Secretary of the corporation and

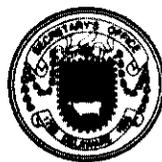
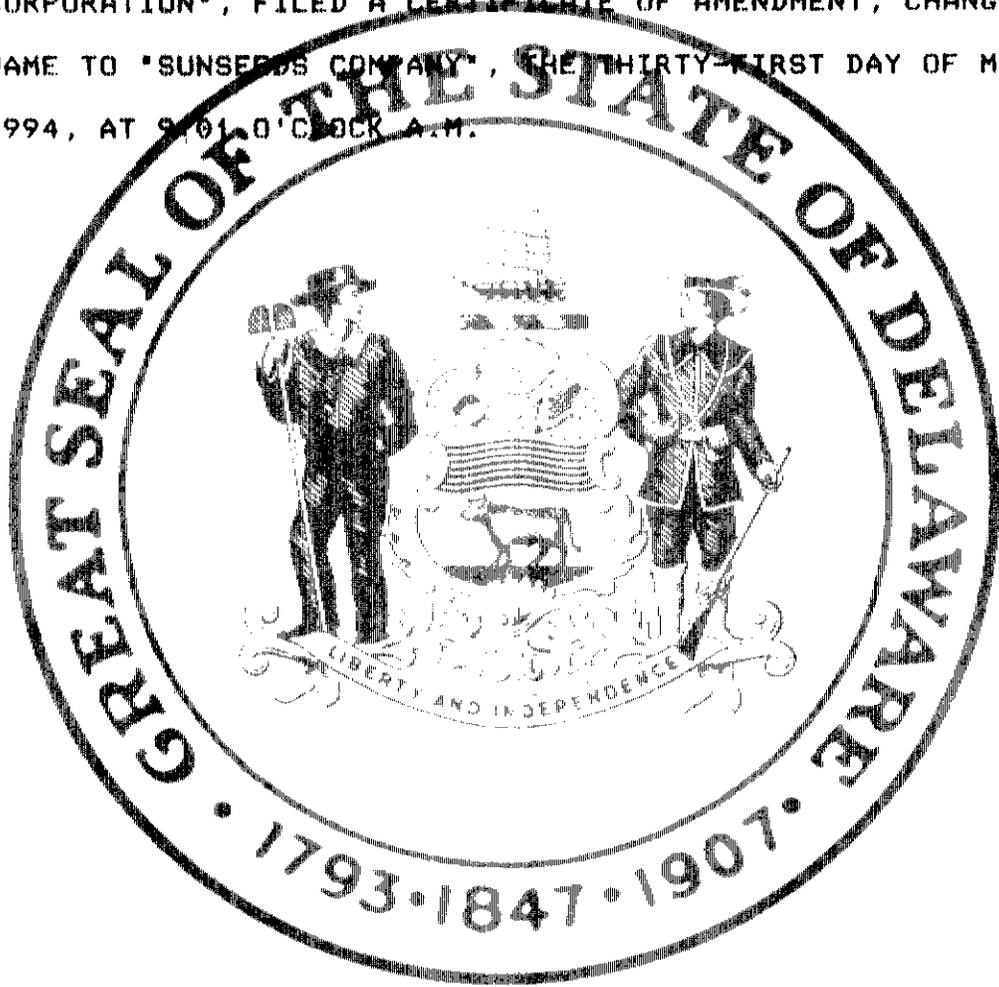
Notary Public, State of New York
No. 31-4897661
Qualified in New York County
Commission Expires June 1, 1995

Linda S. Potash
Notary Public

Office of the Secretary of State

APR 5 10 43 AM '94
SECRETARY OF STATE

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID *SUNSEEDS ACQUISITION CORPORATION*, FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO *SUNSEEDS COMPANY*, THE THIRTY-FIRST DAY OF MARCH, A.D. 1994, AT 9:01 O'CLOCK A.M.



William T. Quillen

William T. Quillen, Secretary of State

2376763 8320

AUTHENTICATION:

7076075

944055210

DATE:

04-01-94