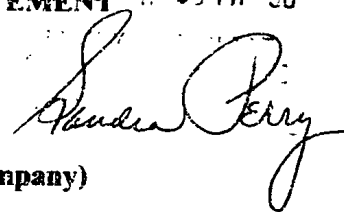


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**CERTIFICATE REGARDING
ARTICLES OF AMENDMENT AND RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
SOUTHERN BELLE DAIRY CO.
(Changing Name to Southern Belle Dairy Company)**



Pursuant to Section 271B.10-070 of the Kentucky Revised Statutes ("KRS"), the undersigned officer of Southern Belle Dairy Co., a Kentucky corporation (the "Company"), does hereby certify that:

1. The Articles of Amendment and Restatement of Articles of Incorporation of the Company to which this Certificate is attached contain amendments to the Company's Articles of Incorporation requiring shareholder approval.

2. Following due notice pursuant to the Kentucky Business Corporation Act (the "Act"), KRS Chapter 271B, said Articles of Amendment and Restatement of Articles of Incorporation of the Company were duly adopted on September 23, 1996, in the manner prescribed by the Act, by the shareholders of the Company entitled to vote on the Articles of Amendment and Restatement of Articles of Incorporation.

3. The designation, number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on said Articles of Amendment and Restatement of Articles of Incorporation, and number of votes of each voting group indisputably represented at the meeting of shareholders were as follows:

<u>Class or Voting Group</u>	<u>Number of Outstanding Shares and Number of Votes Entitled to be Cast</u>	<u>Number of Votes Represented at the Meeting</u>
Common Stock (Both Class A and Class B)	<u>41868</u>	<u>41328</u>

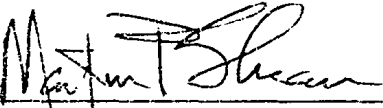
4. The total number of votes cast for and against said Articles of Amendment and Restatement of Articles of Incorporation by each voting group entitled to vote separately on the Articles of Amendment and Restatement of Articles of Incorporation were as follows:

<u>Class or Voting Group</u>	<u>Votes For</u>	<u>Votes Against</u>
Common Stock (Both Class A and Class B)	<u>41328</u>	<u>-0-</u>

5. The Articles of Amendment and Restatement of Articles of Incorporation of the Company provide for only one class of Common Stock, eliminating any distinction between shares of Class A Common Stock and shares of Class B Common Stock that previously existed. Each and every share of Class A Common Stock and Class B Common Stock of the Company now issued and outstanding shall remain issued and outstanding as a share of Common Stock of the Company, and there shall be no distinction among the shares of Common Stock of the Company as to any powers, preferences or rights

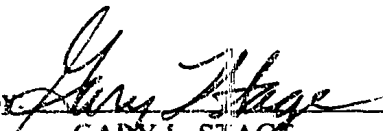
IN WITNESS WHEREOF, Southern Belle Dairy Co. has caused this Certificate Regarding Articles of Amendment and Restatement of Articles of Incorporation to be executed by its undersigned duly authorized officer this 23 day of September, 1996.

SOUTHERN BELLE DAIRY CO.

By: 
Martin P. Shearer, President

THIS DOCUMENT PREPARED BY:

STOLL, KEENON & PARK, LLP
201 East Main Street
Suite 1000
Lexington, Kentucky 40507-1380

By: 
GARY L. STAGE

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