

19th Oct 95
1003

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION
OF
HOT STUFF FOOD SYSTEMS, INC.

RECORDED
OCT 19 1995
S.D. SEC. OF STATE

Steven K. Watkins and John P. McGuire hereby certify that:

1. They are the Vice President and the Secretary, respectively, of Hot Stuff Food Systems, Inc., a South Dakota corporation.

2. Article I of the Articles of Incorporation of said corporation shall be amended to read in full as follows:

The name of the corporation is Orion Food Systems, Inc.

3. The foregoing Amendment has been approved by the Board of Directors of said corporation.

4. The foregoing Amendment has been approved by the required vote of the shareholders of said corporation in accordance with Section 47-2-13 of the South Dakota Codified Laws effective October 11, 1995. The total number of outstanding shares entitled to vote with respect to the foregoing Amendment was 1,000,000; and all of the outstanding shares voted in favor of the foregoing Amendment which exceeded the vote required, such required vote being more than two-thirds of the outstanding shares.

We further declare under penalty of perjury under the laws of the State of South Dakota that the matters set forth in the foregoing Certificate are true and correct of our own knowledge.

Executed on October 11, 1995.

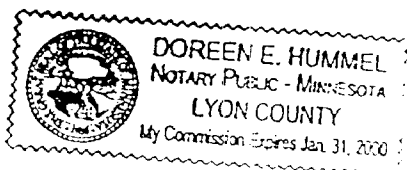
Subscribed and sworn to
before me this 11 day
of October, 1995.

Doreen E. Hummel
Notary Public

Steven K. Watkins
Steven K. Watkins, Vice President

John P. McGuire
John P. McGuire, Secretary

data/formal/corp/amend



ARTICLES OF CORRECTION

OF

ORION FOOD SYSTEMS, INC.,
F/K/A HOT STUFF FOOD SYSTEMS, INC.

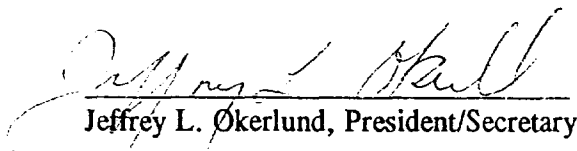
RECEIVED
FEB 20 1996
S.D. SEC. OF STATE

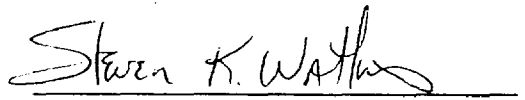
Jeffrey L. Okerlund and Steven K. Watkins hereby certify that:

1. They are the President/Secretary and Vice President/Treasurer, respectively of Orion Food Systems, Inc., a South Dakota corporation.
2. On or about October 11, 1995, Hot Stuff Food Systems, Inc. mailed to the South Dakota Secretary of State a Certificate of Amendment of Articles of Incorporation of Hot Stuff Food Systems, Inc. changing the name of the corporation to Orion Food Systems, Inc. A copy of the document is attached as Exhibit A.
3. On October 19, 1995, the South Dakota Secretary of State acknowledged the filing of the Certificate of Amendment of Articles of Incorporation of Hot Stuff Food Systems, Inc. dated October 11, 1995.
4. Recently it was noted that the officers certifying the Certificate of Amendment of Articles of Incorporation of Hot Stuff Food Systems, Inc. dated October 11, 1995, were incorrect. John McGuire is not an officer of Hot Stuff Food Systems, Inc.
5. The true and correct officers of Orion Food Systems, Inc. hereby wish to correct the defective execution by acknowledging that paragraphs number 2-4 of the Certificate of Amendment of Articles of Incorporation of Hot Stuff Food Systems, Inc. are true and correct.


We further declare under penalty of perjury under the laws of the State of South Dakota that the matters set forth in the foregoing Articles of Correction are true and correct of our own knowledge.

Executed on February 12, 1996.


Jeffrey L. Okerlund, President/Secretary


Steven K. Watkins, Vice President/Treasurer

Subscribed and sworn to
before me this 12th day
of February, 1996.


Notary Public Lisa Steinhouse

My Commission Expires Sept. 7, 2001

data/corp/correct

State of South Dakota

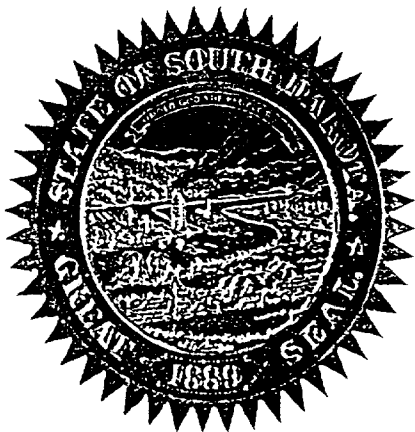


OFFICE OF THE SECRETARY OF STATE

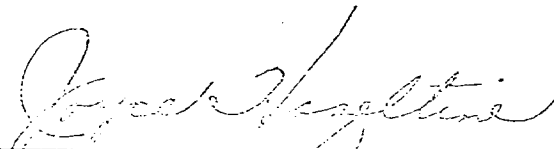
CERTIFICATE OF AMENDMENT

I, JOYCE HAZELTINE, Secretary of State of the State of South Dakota, hereby certify that duplicate of the Articles of Amendment to the Articles of Incorporation of HOT STUFF FOOD SYSTEMS, INC. duly signed and verified pursuant to the provisions of the South Dakota Corporation Acts, 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 hereby issue this Certificate of Amendment to the Articles of Incorporation and attach hereto a duplicate of the Articles of Amendment of HOT STUFF FOOD SYSTEMS, INC. changed its name to ORION FOOD SYSTEMS, INC.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this October 19, 1995.


JOYCE HAZELTINE
Secretary of State