

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
RAINBOW FOOD GROUP, INC.**

FILED # C 26287-99

JUN 20 2003

IN THE OFFICE OF
Dean Heller
DEAN HELLER, SECRETARY OF STATE

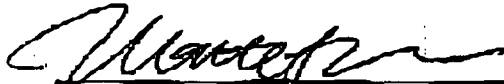
Pursuant to Sections 78.385 and 78.390 of the Nevada Revised Statutes, Rainbow Food Group, Inc., a Nevada corporation, (the "Corporation") DOES HEREBY CERTIFY:

FIRST: That the Corporation's board of directors, by the unanimous written consent of its members, filed with the minutes of the board, duly adopted resolutions setting forth the following proposed amendment to Article I of the Certificate of Incorporation of the Corporation and declaring the amendment to be advisable.

"Article I. The name of the Corporation is Fleming Retail Holdings, Inc."

SECOND. That said amendment was duly adopted by unanimous written consent of the Corporation's sole shareholder in accordance with the provisions of the Nevada General Corporation Law.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by its President and its Secretary this 20 day of June, 2003.



Monte L. Miller, Assistant Secretary and Assistant Treasurer