

# G83172

*Osborne & Osborne*  
PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW  
798 SOUTH FEDERAL HIGHWAY  
BOCA RATON, FLORIDA 33432-6114

POST OFFICE DRAWER 40  
BOCA RATON, FLORIDA 33429-9974  
TELEPHONE: 561/395-1000  
FAX: 561/368-6930

April 21, 2000

VIA FEDERAL EXPRESS

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-04/25/00-01018-004  
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Corporate Records Bureau  
Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399  
Attention: Thelma Shepard

Re: Our File No. 86-12515  
Stephens Distributing Company

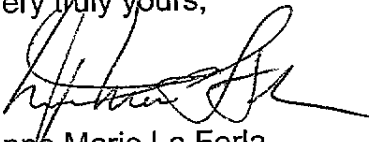
Dear Thelma:

Enclosed please find one (1) original and one (1) copy of the Articles of Amendment to the Articles of Incorporation for Stephens Distributing Company. A check in the amount of Thirty-Five 00/100 (\$35.00) Dollars is also enclosed for the filing fee. As we discussed, please note that these Articles of Amendment should be filed on Monday, April 24, 2000, the effective date as shown in Article Five of the Articles of Amendment.

Please return a copy of the filed Articles of Incorporation to my attention. A self-addressed stamped envelope is enclosed for your convenience. If you should have any questions regarding the enclosed, please do not hesitate to contact me at 561-395-1000 extension 120.

Thank you for your courtesy and cooperation in regard to this matter.

Very truly yours,

  
Anne Marie La Ferla  
Legal Assistant

Enclosures  
H:\LIBRARY\86\12515\COR\File Amended AO1.042100.wpd

FILED  
00 APR 24 PM 4:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
00 APR 24 PM 4:15  
DIVISION OF CORPORATIONS

Amend  
T. LEWIS APR 24 2000

**ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION OF  
STEPHENS DISTRIBUTING COMPANY**

00 APR 24 PM 4:19  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

**ARTICLE ONE**

The name of the corporation is Stephens Distributing Company (the "Corporation").

**ARTICLE TWO**

An amendment to the Articles of Incorporation providing for a reclassification of the shares of Common Stock of the Corporation ("Common Stock") was duly adopted by the board of directors of the Corporation as of April 21, 2000 and by the shareholders of the Corporation as of April 21, 2000. The amendment alters ARTICLE III of the Articles of Incorporation such that ARTICLE III, as so altered, reads in its entirety as follows:

**"ARTICLE III**

**Authorized Shares**

The total number of shares of stock of all classes which the Corporation shall have authority to issue is one hundred thousand (100,000), divided into two classes as follows:

1,000 shares shall be Class A Common Stock, \$1.00 par value ("Class A Common Stock"); and

99,000 shares shall be Class B Common Stock, \$1.00 par value ("Class B Common Stock" and, together with the Class A Common Stock, "Common Stock").

Shares of any class of stock of the Corporation may be issued for such consideration (but not less than the par value thereof) and for such corporate purposes as the Board of Directors may from time to time determine. When such shares are issued upon payment of the consideration fixed by the Board of Directors, such shares shall be fully paid stock and shall be non-assessable.

Shares of the Class B Common Stock are identical in all respects to shares of the Class A Common Stock, except the holders of the Class A Common Stock shall

exclusively possess full voting power for the election of directors and for all other purposes. The holders of the Class B Common Stock shall not be entitled to vote except as may from time to time be mandatorily provided by the laws of the State of Florida.”

#### ARTICLE THREE

The number of shares of Common Stock of the Corporation outstanding at the time of such adoption was 1,000, and the number of shares of Common Stock entitled to vote thereon was 1,000.

#### ARTICLE FOUR

The holders of all of the shares of Common Stock outstanding and entitled to vote on said amendment have signed a unanimous consent in writing pursuant to Section 607.0704 of the Act adopting said amendment and any written notice required by Section 607.0704 has been given or waived.

#### ARTICLE FIVE

Effective as of the close of business on April 24, 2000, each share of the existing Common Stock issued and outstanding at such time will be reclassified and exchanged for one-tenth (0.1) of one share of Class A Common Stock and nine and nine-tenths (9.9) shares of Class B Common Stock, but only upon the surrender for exchange and cancellation of the certificate or certificates representing the shares of such existing Common Stock held at such time.

STEPHENS DISTRIBUTING COMPANY

By: Edward B Stephens  
Edward B. Stephens  
President