

541987



ACCOUNT NO. : 072100000032

REFERENCE : 790999 4326591

AUTHORIZATION

Patricia Pizzuto

COST LIMIT : \$ 87.50

ORDER DATE : April 22, 1998

ORDER TIME : 11:23 AM

ORDER NO. : 790999-005

CUSTOMER NO: 4326591

000002496690--5

CUSTOMER: E. Jackson Boggs, Esq
Fowler White Gillen Boggs
501 East Kennedy Boulevard
Suite 1700
Tampa, FL 33602

DOMESTIC AMENDMENT FILING

NAME: PEPIN DISTRIBUTING COMPANY

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

Amend
SP 4/22/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 22 PM 2:33

RECEIVED
98 APR 22 PM 1:09
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
AMENDMENT TO ARTICLES OF INCORPORATION
OF
98 APR 22 PM 2: 33
PEPIN DISTRIBUTING COMPANY

WHEREAS, the Articles of Incorporation of PEPIN DISTRIBUTING COMPANY were filed with and approved by the Secretary of State of the State of Florida on the 13th day of November, 1986; and

WHEREAS, Restated Articles of Incorporation of PEPIN DISTRIBUTING COMPANY were filed with and approved by the Secretary of State of the State of Florida on the 26th day of January, 1987; and

WHEREAS, it is the intention of all of the directors and the sole stockholder of PEPIN DISTRIBUTING COMPANY that the Articles of Incorporation of PEPIN DISTRIBUTING COMPANY be amended, in accordance with the proposed amendment hereinafter set forth; and

WHEREAS, the proposed amendment was approved and adopted by all of the directors of PEPIN DISTRIBUTING COMPANY, pursuant to the provisions of Florida Statutes, Section 607.0821, on the 20th day of April, 1998; and

WHEREAS, the proposed amendment was approved and adopted by the sole stockholder comprising the only voting group of stockholders of PEPIN DISTRIBUTING COMPANY, pursuant to the provisions of Florida Statutes, Section 607.0704, on the 20th day of April, 1998; and

WHEREAS, the approval of the Secretary of State of the State of Florida of the proposed amendment hereinafter set forth is hereby requested.

NOW, THEREFORE, the Articles of Incorporation of PEPIN DISTRIBUTING COMPANY are hereby amended, by deleting in its entirety the present Article III and by substituting therefor the following, to-wit:

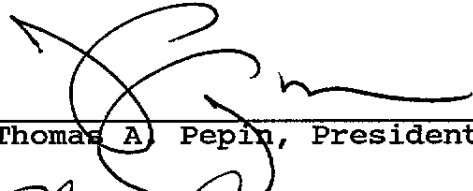
"ARTICLE III. CAPITAL STOCK

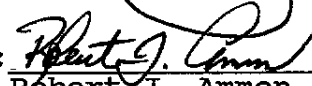
The total number of shares of capital stock authorized to be issued by the corporation (the "Shares") shall consist of one class only and shall be comprised of 100,000 shares of common capital stock having a par value of \$.01 per share of which (i) 1,000 shares shall be designated voting shares (the "Voting Shares"), entitling the holders thereof to one (1) vote with respect to all matters to be properly voted on by the stockholders of the corporation, and (ii) 99,000 shares shall be designated non-voting shares (the "Non-Voting Shares"), entitling the holders thereof to no voting rights. Each Voting Share and each Non-Voting Share shall participate equally in all dividends paid by the corporation and in the assets of the corporation upon its liquidation or dissolution. All or any part of the Shares may be paid for in cash, in property, or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable."

IN WITNESS WHEREOF, this Amendment to Articles of Incorporation is hereby executed on behalf of PEPIN DISTRIBUTING

COMPANY, by its President and Secretary this 20TH day of April, 1998.

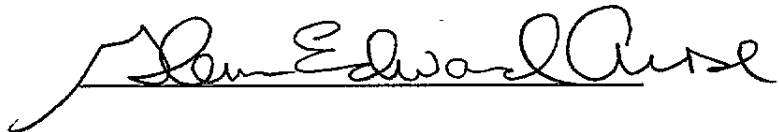
PEPIN DISTRIBUTING COMPANY

By: 
Thomas A. Pepin, President

By: 
Robert J. Ammon, Secretary

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

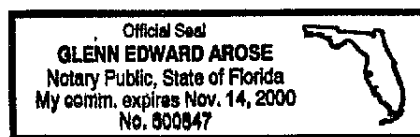
The foregoing instrument was acknowledged before me this 20th day of APRIL, 1998, by THOMAS A. PEPIN, President of PEPIN DISTRIBUTING COMPANY, a Florida corporation, who is personally known to me ~~or who has produced~~ _____ as ~~identification.~~



Print Name

Notary Public

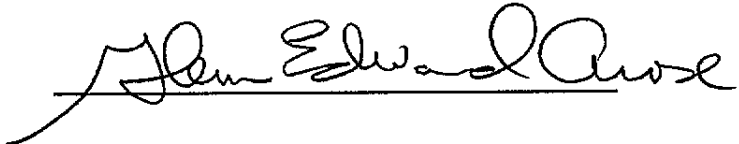
My Commission Expires:



STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 20th
day of APRIL, 1998, by ROBERT J. AMMON, Secretary of
PEPIN DISTRIBUTING COMPANY, a Florida corporation, who is
personally known to me or who has produced _____ as
identification.



Print Name

Notary Public

My Commission Expires:

