

PO2000027179

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

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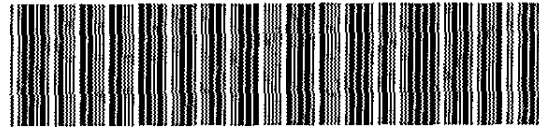
(Business Entity Name)

(Document Number)

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ALLIANCE OF STATE
ATTORNEYS GENERAL
TALLAHASSEE, FLORIDA

Ps 2/11/03
AK

1/29/03

Please find enclosed a check for \$35
to change the name of our corporation Distant Designs,
Inc. File # P02000027179. If there are
any questions, please contact me at (407) 774-1063

Thankyou

JOHN MCNAMARA
PALEO DIRECT
PO BOX 160305
ALTAMUNTE SPRINGS, FL 32716

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

DISTANT DESIGNS, INC.

(present name)

P02000027179

(Document Number of Corporation (If known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE I: Name shall be changed from Distant Designs, Inc. to Paleo Direct, Inc. All future business will be conducted under the name

' PALEO DIRECT, INC.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 1/29/03


FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 29TH day of JANUARY, 2003

Signature  - PRESIDENT
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

JOHN MCNAMARA
(Typed or printed name)

PRESIDENT
(Title)