

P24227



WHOLESALE DISTRIBUTORS, INC.™

June 17, 1997

Florida Dept. of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL. 32314

200002217162--1
-06/19/97--01073--003
*****35.00 *****35.00

Dear Sir/Madam,

Enclosed please find a completed application for amendment, a certificate from the State of Alabama evidencing the amendment and a check to pay the filing fee. Our telephone number and return address are listed below:

BTC Wholesale Distributors
P.O. Box 11021
Birmingham, AL. 35202

Telephone #: (205) 324-2581

If you have any questions concerning this information, please feel free to contact Frank P. D'Amico, Jr. at (205) 324-2581.

Sincerely,

Frank P. D'Amico, Jr., President
BTC Wholesale Distributors, Inc.

Frank P. D'Amico, Jr. GAVE

AUTHORIZATION BY PHONE TO
CORRECT cop. name / Date
DATE 7-3-97
DOC. EXAM VGW

W97-14740

VGW 7-3-97

"Service is more than just a word with us!"

FILED
97 JUN 19 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. BIRMINGHAM TOBACCO COMPANY, INC.
Name of corporation as it appears on the records of the Department of State.
2. Alabama 3. 5-9-89
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? JANUARY 30, 1997
BTC WHOLESALE DISTRIBUTORS, INC.
5. _____
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
N/A
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
N/A
New Jurisdiction

Frank P. D'Amico Jr.
Signature

June 17, 1997
Date

Frank P. D'Amico Jr.
Typed or printed name

President
Title

FILED
97 JUN 19 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

BTC Wholesale Distributors, Inc.

This domestic corporation name is proposed to be incorporated in Jefferson County and is for the exclusive use of Linda Reid, P O Box 55727, Birmingham, AL 35255 for a period of one hundred twenty days beginning December 11, 1996 and expiring April 11, 1997.

State of Alabama - Jefferson County
I certify this instrument filed on:
1997 JAN 30 P.M. 16:02

Recorded and \$ Mig. Tax
and \$ 11.00 Deed Tax and Exp And \$ 11.00
\$ Total \$
GEORGE R. REYNOLDS, Judge of Probate



9701/9625

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

December 11, 1996

Date _____

Jim Bennett

Jim Bennett

Secretary of State



from minute book

THIS INSTRUMENT WAS PREPARED BY:

Joseph S. Bluestein
Sirote & Permutt, P.C.
2222 Arlington Avenue South
Birmingham, Alabama 35205

STATE OF ALABAMA)

JEFFERSON COUNTY)

FILED
97 JUN 19 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO ARTICLES
OF INCORPORATION
OF
BIRMINGHAM TOBACCO COMPANY, INC.

Pursuant to the Alabama Business Corporation Act, Sections 10-2B-10.01 and 10-2B-10.06, the undersigned corporation, **BIRMINGHAM TOBACCO COMPANY, INC.**, a corporation organized and existing under the laws of the State of Alabama, hereby submits the following:

1. The name of the corporation is **BIRMINGHAM TOBACCO COMPANY, INC.**
2. The Articles of Incorporation shall be amended as follows:

ARTICLE I of the Articles of Incorporation is hereby deleted in its entirety, and there is substituted in lieu thereof the following:

"ARTICLE I

The name of the Corporation shall be BTC Wholesale Distributors, Inc., and any and all references to Birmingham Tobacco Company, Inc. shall hereafter be deemed to refer to BTC Wholesale Distributors, Inc."

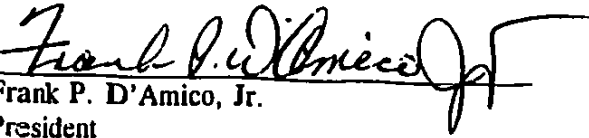
3. The Amendment to the Articles of Incorporation was approved by a unanimous vote of the Directors and the Shareholders, on the 30 day of JANUARY, 1997, on which date there were Forty-four Thousand Four Hundred Forty (44,440) shares outstanding and entitled to vote thereon.

The within Articles of Amendment are being filed in the Office of the Judge of Probate of Jefferson County, Alabama, for the purpose of effecting such amendment in accordance with the requirements of Code of Alabama 1975, Section 10-2B-1.25.

IN WITNESS WHEREOF, the undersigned corporation, by its duly authorized officer and with full authority, has executed this Amendment to Articles as of this ____ day of _____, 1997.

BIRMINGHAM TOBACCO COMPANY, INC.

By:


Frank P. D'Amico, Jr.
President