

Division of Corporations

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

ADVANTAGE INTERNATIONAL DISTRIBUTORS, INC.

Certificate of Status	1
Certified Copy	1
Page Count	02
Estimated Charge	\$52.50

AMEND
9-12
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**SECOND AMENDMENT
TO
THE ARTICLES OF INCORPORATION
OF
ADVANTAGE INTERNATIONAL DISTRIBUTORS, INC.**

Pursuant to the provisions of Sections 607.10025, 607.1003 and 607.1006, Florida Statutes, Advantage International Distributors, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), hereby adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is Advantage International Distributors, Inc.
2. The Articles of Incorporation of the Corporation authorize the Corporation to issue 650 shares of common stock at a par value of \$.4438 per share. No provision is made for any other class of stock.
3. It is in the best interest of the Corporation (1) to reverse the 2.25336 to one stock split effected July 10, 2001, thereby (a) decreasing the 338 issued and outstanding shares of common stock, par value \$.4438 per share, to 150 shares of common stock, par value \$1.00 per share, and (b) decreasing the 312 authorized and unissued shares of common stock, par value \$.4438 per share, to 138.46 shares of common stock, par value \$1.00 per share; and (2) to increase the authorized and unissued shares from 138.46 shares of common stock, par value \$1.00 per share, to 500 shares of common stock, par value \$1.00 per share.
4. The increase in the authorized stock issue does not adversely affect the rights or preferences of the holders of outstanding shares of any class or series of the capital stock .
5. The following amendment to the Articles of Incorporation of the Corporation is hereby adopted, effective with the filing of this Second Amendment to the Articles of Incorporation of the Corporation with the Florida Secretary of State:

Article IV is hereby deleted in its entirety and the following is substituted therefore:

Article IV
Capital Stock

The Corporation shall have an authorized stock issue of 650 shares of common stock with a par value of \$1.00 per share in lieu of the present authorized stock issue of 650 shares of common stock with a par value of \$.4438 per share. Upon the filing of these Articles of Amendment with the Florida Secretary of State, each of the Corporation's 650 authorized shares of common stock, including issued

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and unissued shares, with a par value of \$.4438 per share, are subject to an increase in par value to \$1.00 per share.

6. The amendment hereby effected was adopted by the written action of the sole shareholder and sole director of the Corporation dated August 31, 2001.

7. All other provisions of the Articles of Incorporation remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed these Articles of Amendment to the Articles of Incorporation of the Corporation this 31 day of August, 2001.

Advantage international Distributors, Inc.

By:  Jean Cazajet, President

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