

352214

Bates & Brown
Attorneys-at-Law

234 South Main Street ~ Gainesville, Florida 32601

C. Valentine Bates
D. Ause Brown

Mediation and Arbitration
February 2, 1998

Telephone: 352-376-4494
352-372-4339
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Corporate Records Bureau
Division of Corporations
Florida Dept. of State
PO Box 6327
Tallahassee, FL 32314

RE: JOE WALKER DISTRIBUTORS, INC. - AMENDMENT CHANGING CORPORATE NAME

Ladies and Gentlemen:

Enclosed is original and one copy of Articles of Amendment to the Articles of Incorporation of the above corporation for filing, together with our check in the amount of \$35.00 to cover your fees.

Thank you for your assistance.

Very truly yours,

BATES & BROWN
Attorneys at Law

By Ause Brown
Ause Brown

FILED
98 FEB 26 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-02/09/98--01164--008
*****35.00 *****35.00

AB/jc
Enclosures
Check No. 2955

W98-3008

N/C

LJS

2-26-98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 19, 1998

AUSE BROWN
234 SOUTH MAIN STREET
GAINESVILLE, FL 32601

SUBJECT: JOE WALKER DISTRIBUTORS, INC.
Ref. Number: 352214

We have received your document for JOE WALKER DISTRIBUTORS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

If shareholder approval was not required, a statement to that effect must be contained in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 898A00009666



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 19, 1998

AUSE BROWN
234 SOUTH MAIN STREET
GAINESVILLE, FL 32601

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Velma Shepard
Corporate Specialist

Letter Number: 898A00009666

To: Louise Jackson

Confirming our phone conversation today, I am returning the document which I understand you will see that it is filed (after reviewing my fax).

Jean Campbell
Secy. to Mr. Brown

2/24/98

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 13, 1998

AUSE BROWN
234 SOUTH MAIN ST.
GAINESVILLE, FL 32601

SUBJECT: JOE WALKER DISTRIBUTORS, INC.
Ref. Number: 352214

We have received your document for JOE WALKER DISTRIBUTORS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

(1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.

(2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 998A00008385

Ms. Shepard: Page 2 of the Articles of Amendment was inadvertently left off. It has been attached to both the original and the copy and are enclosed herewith for processing.

2/18/98

Thank you for your assistance.

Ause Brown, Esq.

FILED

98 FEB 26 PM 3:35

ARTICLES OF AMENDMENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The following provisions of the Articles of Incorporation of JOE WALKER DISTRIBUTORS, INC., a Florida for profit corporation, filed with the Secretary of State, Tallahassee, Florida, on September 15, 1969, be, and they are hereby amended in the following respects:

ARTICLE I is hereby amended to read as follows:

"The name of the corporation shall be WALKER DISTRIBUTORS, INC."

2. The foregoing amendment was unanimously adopted by the Board of Directors of the corporation at a special meeting held on January 19, 1998, and the number of votes cast in favor of the amendment was sufficient for approval inasmuch as all of the Directors were present and voted in favor of the proposed amendment.

IN WITNESS WHEREOF, the undersigned President and Secretary of the corporation have executed these Articles of Amendment this 2ND day of FEBRUARY, 1998.

JOE WALKER DISTRIBUTORS, INC.

By A. Kent Walker
Its President

ATTEST:

A. Kent Walker
Secretary

(Corporate Seal)

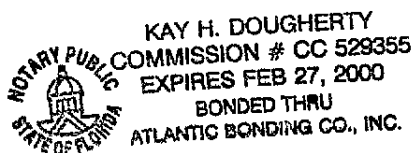
STATE OF FLORIDA
COUNTY OF ALACHUA

BEFORE ME, the undersigned authority, personally appeared

J. KENT WALKER, President and Secretary, who are personally known to me ✓ OR who produced _____

as identification, and who executed the foregoing Articles of Amendment and acknowledged before me that he executed such instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this the 2ND day of February, 1998.



Kay H. Dougherty
NOTARY PUBLIC

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CERTIFICATE OF AMENDMENT OF BYLAWS
OF
JOE WALKER DISTRIBUTORS, INC.

The undersigned, as Secretary of JOE WALKER DISTRIBUTORS, INC., a Florida corporation, does hereby certify that the following amendment to the Bylaws of this corporation was duly adopted at a special meeting of the Board of Directors of the corporation, held at the office of the corporation at 234 South Main Street, Gainesville, Florida, on January 19, 1998, at which all of the Directors were present, and passed the following resolution:

"RESOLVED:

1. That the name of the corporation be changed to that of WALKER DISTRIBUTORS, INC.

2. That Shareholder action is not required for this change.

3. That the President and Secretary be, and they hereby are authorized and directed to execute Articles of Amendment of the Articles of Incorporation, and to have said instrument properly filed with the State of Florida.

4. That the Secretary is hereby authorized to execute a Certificate of Amendment of the Bylaws of this corporation evidencing the change of the corporate name as authorized hereby and to affix said certificate to the bylaws of this corporation.

5. That the President and Secretary be, and they hereby are, authorized and directed to execute any further documents, pay the necessary fees and costs, and do any and all other things that may be necessary to effectuate the foregoing resolution.

There being no further business to come before the meeting, on motion duly made, seconded and carried, the meeting was adjourned."

JOE WALKER DISTRIBUTORS, INC.

BY A. Keith Walker [CORPORATE SEAL]
Secretary

Date: 1-19-98

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