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545314

January 21, 1997

Secretary of State
Division of Corporations
Amendments
P.O. Box 6327
Tallahassee, FL 32314

Re: R & T Distributors, Inc.

Dear Gentlemen:

Enclosed please find 2 original Articles of Amendment along with the \$35.00 Fee.

Please file the same sending one copy to our office in the envelope provided. Thank you for your consideration with regards to this matter. If you have any questions please do not hesitate to contact our office.

Sincerely,

Lisa Dahlstrom
Paralegal
enc(s)

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545314
Amend
1-23-97

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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APPROVED
AND
FILED

ARTICLES OF AMENDMENT TO THE ARTICLES
OF INCORPORATION
OF
R & T DISTRIBUTORS, INC.

Pursuant to the provisions of Section 1.006 of the Florida General Corporation Act, the undersigned corporation adopts the following Articles of Amendments to its Articles of Incorporation.

1. The name of the corporation is R & T DISTRIBUTORS, INC.
2. The following amendments of the Articles of Incorporation were adopted by the shareholders and the Directors of the corporation of December 23, 1996, in the manner prescribed by the Florida General Corporation Act.

a) Article III Maximum Shares of Stock is hereby amended to read as follows:

ARTICLE III
Maximum Shares of Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time shall be one million two hundred thousand (1,200,000) shares of common stock having par value of One Dollar (\$1.00) per share.

b) Article VIII Number of Directors is hereby amended to read as follows:

ARTICLE VIII
Number of Directors

The Board of Directors of this corporation shall not be less than three (3) nor more than seven (7), one of whom may be elected Chairman of the board by a majority of the directors present and voting. The Directors shall be chosen at the annual meeting of the stockholders of this corporation. Vacancies in the Board of Directors shall be filled by the members of the Board of Directors remaining in office until the next election.

3. The number of shares of the corporation outstanding at the time of adoption was 480, and the number of shares entitled to vote thereon was 480.

4. The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

<u>Class</u>	<u>Number of Shares</u>
Common Stock	480

5. The number of shares voted in favor of such amendment was

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
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480, and the number of shares voted against such amendment was 0.

Dated December 23, 1996.

R & T DISTRIBUTORS, INC.

[Signature]
BY HARVEY ROMANEK, President


[Signature]
and BARBARA PERKINSON,
Secretary/Treasurer

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 23rd
day of December, 1996 by Harvey Romanek / Barbara
who is/are personally known to me or has/have produced Perkinson
identification _____, and who did (did
not) take an oath.

WITNESS my hand and official seal in the County and State
last aforesaid this 23rd day of December, 1996

[Signature]
Notary

 LISA M DAHLSTROM
My Commission CC457718
Expires May 01, 1998
Bonded by HAI
800-422-1088