

F93 0.00003781

LONG ALDRIDGE
& NORMAN
ATTORNEYS AT LAW

May 14, 1997

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

100002179651--0
-05/15/97--01039--011
*****96.25 *****96.25

Re: Southern Electronics Distributors, Inc.

Ladies and Gentlemen:

We hereby enclose for filing an Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida for Southern Electronics Distributors, Inc. (the "Company") effecting a change of corporate name of the Company to SED International, Inc. A check in the amount of \$96.25 is enclosed in payment of the applicable filing fee and charges for a certified copy and a certificate of status. Also enclosed is a name reservation certificate, reservation number R97000002002, reserving the new name in Florida, and a Certificate of Good Standing issued to the Company under its new name by the Secretary of State of the State of Delaware.

Please acknowledge receipt of this filing by stamping the enclosed copy of this letter with the date of filing and returning it to us in the enclosed, self-addressed envelope.

Please take the action required to complete the filing of this Application and return to us the certified copy and certificate of status upon completion. If anything further is required in connection with this matter, or if you need additional information, please call me at 404/527-8518. Thank you for your assistance.

Sincerely,

Carol I. McEwen

Carol I. McEwen
Paralegal

Enclosures

cc: Leonard A. Silverstein, Esq.
S2-355709.1

ONE PEACHTREE CENTER
303 PEACHTREE STREET • SUITE 5300 • ATLANTA, GEORGIA 30308
404 527-4000 • FACSIMILE 404 527-4198

WASHINGTON, D.C. OFFICE
701 PENNSYLVANIA AVENUE, N.W. • SUITE 800 • WASHINGTON, D.C. 20004
202 624-1200 • FACSIMILE 202 624-1298

SECRET
DIVISION OF CORPORATIONS
FILED
97 JUN 23 PM 12:10
JUN 23 1997

LONG ALDRIDGE
& NORMAN
ATTORNEYS AT LAW

June 16, 1997

Mr. Steven Harris
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Southern Electronics Distributors, Inc. (the "Company")
Ref. No. F93000003781

Dear Mr. Harris:

In response to your letter of May 21, 1997, Letter No. 297A00027414, a copy of which is enclosed, we are resubmitting the following items in order to complete the amendment of the Company's authorization to transact business in Florida:

1. Original Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida;
2. Name reservation certificate, reservation number R97000002002, reserving the name SED International, Inc. in Florida;
3. A Certificate of Good Standing issued to the Company under its new name by the Secretary of State of Delaware; and
3. A certified copy of the Certificate of Amendment issued by the Secretary of State of Delaware changing the Company's name.

Please acknowledge receipt of this filing by stamping the enclosed copy of this letter with the date of filing and returning it to us in the enclosed, self-addressed envelope.

If anything further is required to complete this filing, or if you need additional information, please contact me at the address below or call me at 404/527-8518. Thank you for your assistance.

Sincerely,



Carol I. McEwen
Paralegal

Enclosures
52-366071.1

ONE PEACHTREE CENTER
303 PEACHTREE STREET • SUITE 5300 • ATLANTA, GEORGIA 30308
404 527-4000 • FACSIMILE 404 527-4198

WASHINGTON, D.C. OFFICE
701 PENNSYLVANIA AVENUE, N.W. • SUITE 600 • WASHINGTON, D.C. 20004
202 624-1200 • FACSIMILE 202 624-1298



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 21, 1997

Carol I. McEwen
Long Aldridge & Norman
303 Peachtree St., Suite 5300
Atlanta, GA 30308

SUBJECT: SOUTHERN ELECTRONICS DISTRIBUTORS, INC.
Ref. Number: F93000003781

We have received your document for SOUTHERN ELECTRONICS DISTRIBUTORS, INC. and your check(s) totaling \$96.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

The certificate that you have submitted states the new corporate name only. Please provide a certificate that states the old name changing to the new name OR a certified copy of the name change amendment that was filed in Delaware.

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 (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 297A00027414

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)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 23 PM 12:10

1. Southern Electronics Distributors, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Delaware 3. 8/19/93
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? _____
5. SED International, Inc.
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.

New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction


Signature

5/17/97
Date

Ray D. Risner
Typed or printed name

President and Chief
Operating Officer
Title

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SED INTERNATIONAL, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF MAY, A.D. 1997.



Edward J. Freel

Edward J. Freel, Secretary of State

2093500 8300

971153718

8460412

AUTHENTICATION:

DATE:

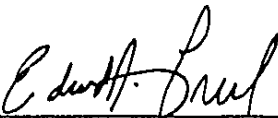
05-12-97

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "SOUTHERN ELECTRONICS DISTRIBUTORS, INC.", CHANGING ITS NAME FROM "SOUTHERN ELECTRONICS DISTRIBUTORS, INC." TO "SED INTERNATIONAL, INC.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF MAY, A.D. 1997, AT 9 O'CLOCK A.M.

2093500 8100
971179193





Edward J. Freel, Secretary of State

AUTHENTICATION: 8491333
06-02-97
DATE:

**CERTIFICATE OF AMENDMENT TO THE
CERTIFICATE OF INCORPORATION,
AS AMENDED, OF
SOUTHERN ELECTRONICS DISTRIBUTORS, INC.**

I.

CORPORATE NAME

The name of the corporation is Southern Electronics Distributors, Inc.

II.

AMENDMENT

The Certificate of Incorporation of Southern Electronics Distributors, Inc. is amended by deleting Article First in its entirety and replacing therefor:

'FIRST: The name of the corporation is SED International, Inc.'

All other provisions of the Certificate of Incorporation, as amended, shall remain unchanged.

III.

ADOPTION OF AMENDMENT

This Amendment to the Certificate of Incorporation was approved by the Board of Directors at a meeting held on May 7, 1997, and by written consent of the sole stockholder of the Corporation dated May 7, 1997, pursuant to the requirements of Section 242 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to the Certificate of Incorporation to be duly executed by its authorized officer as of the 7th day of May, 1997.

**SOUTHERN ELECTRONICS
DISTRIBUTORS, INC.**

By: 

Ray D. Risner
President and Chief Operating Officer