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FLORIDA FILING & SEARCH SERVICES, INC.

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DIVISION OF CORPORATION

APRIL 8, 1998

ACCOUNT #: FCA000000015

AUTHORIZATION: PAUL HODGE

COST: \$87.50

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NAME	TYPE OF FILING: APPLICATION BY FOREIGN CORP.
Availability	4/10/98
Document	
Signature	DDH
Submitter	NAME: NM ACQUISITION COMPANY
State	
Verifier	DDH
Knowledge	DDH
W.P. Verifier	DDH

**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMEND-
MENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**
(s. 607.1504, F.8.)

FILED
98 APR -9 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. NM Acquisition Company
Name of corporation as it appears on the records of the Department of State.
2. Incorporated under laws of: Delaware
3. Date authorized to do business in Florida: March 26, 1998

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?

March 27, 1998

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

Nationmark Merchandising & Distribution Company

6. If the amendment changes the period of duration, indicate new period of duration.

N/A

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

N/A

Richard Craig
Signature

4/6/98
Date

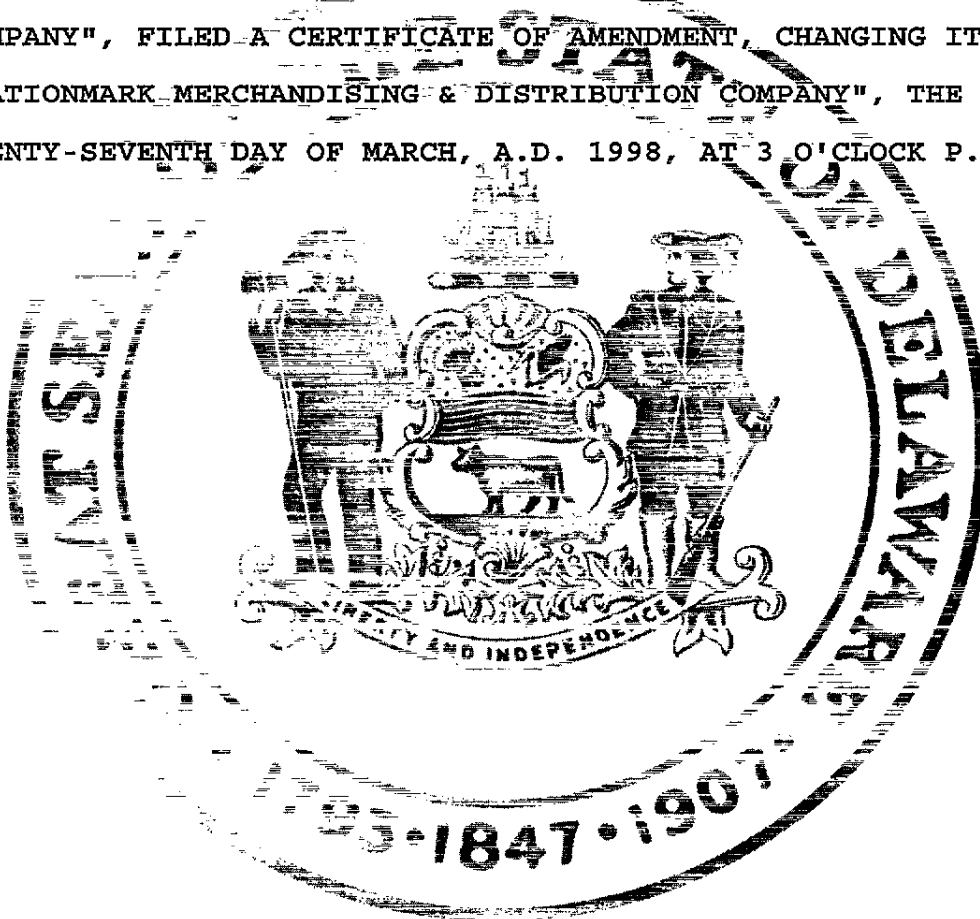
Richard Craig
Typed or printed name

President
Title

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "NM ACQUISITION COMPANY", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "NATIONMARK MERCHANDISING & DISTRIBUTION COMPANY", THE TWENTY-SEVENTH DAY OF MARCH, A.D. 1998, AT 3 O'CLOCK P.M.




Edward J. Freel, Secretary of State

2845261 8320

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AUTHENTICATION:

9006749

DATE:

04-01-98