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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Palm Distributors International, Inc. P00000026727  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

COULLIETTE SEP 14 2000

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
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<input type="checkbox"/>	Reinstatement
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Examiner's Initials

**ARTICLES OF AMENDMENT**  
**TO**  
**ARTICLES OF INCORPORATION**  
**OF**  
**PALM DISTRIBUTORS INTERNATIONAL, INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

**FIRST:** Article 5 of the Articles of Incorporation provides:

President:	Benjamin Levy
Vice-President:	Helene Levy
Secretary:	Benjamin Levy
Treasurer:	Helene Levy

**SECOND:** Article 5 shall be amended to state:

President:	Helene Levy
Secretary:	Helene Levy
Treasurer:	Helene Levy

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whose addresses shall be the same as the principal address of the Corporation.



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**THIRD:** Article 6 of the Articles of Incorporation states Directors as:

Benjamin Levy  
Helene Levy

**FOURTH:** The Director of the Corporation shall be changed to:

Helene Levy

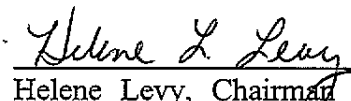
whose addresses shall be the same as the principal address of the Corporation.

**FIFTH:** The date of the adoption of this amendment is the 27 March 2000.

**SIXTH:** The amendment was adopted by the Board of Directors. No Shareholder action was required for adoption.

**SEVENTH:** This amendment shall be effective upon the filing with the Secretary of State of Florida.

Signed this 27 March 2000.

  
\_\_\_\_\_  
Helene Levy, Chairman of the Board of  
Directors



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