

P00000072800

**KIERZYNSKI & ASSOCIATES**

CERTIFIED PUBLIC ACCOUNTANT, P.A.

5143 Commercial Way, Spring Hill, Florida 34606 • (352) 597-2800 • Fax (352) 596-2656 • mjkcpa@tampabay.rr.com

May 8, 2002

000005507320--9  
-05/13/02--01100--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Attention: Amendment Section

Re: Holmes & Orange, Inc.  
Document P00000072800

Dear Sir or Madam:

Enclosed please find an Amendment to the Articles of Incorporation of Holmes & Orange, Inc., along with a check in the amount of \$35.00 for filing fees. Please process accordingly.

If you have any questions regarding the enclosures, please contact the undersigned.

Very truly yours,

*Michael J. Kierzynski*

Michael J. Kierzynski

MJK/mc

Enclosures

cc: Mr. Peter Holmes

**FILED**  
02 MAY 13 PM 4:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Ps 5/17/02*  
*AMC/MC*

**FILED**

02 MAY 13 PM 4:16

AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF  
HOLMES & ORANGE, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Corporation hereby certifies the following:

1. The name of the Corporation is Holmes & Orange, Inc.
2. The Corporation was formed on July 27, 2000, upon the filing of the Articles of Incorporation in the Office of the Secretary of State, where said Articles were assigned document number P00000072800.
3. In accordance with Florida Statute 607.1006, all of the Shareholders and all of the Directors of the Corporation hereby declare it to be their intention that Article 1 of the Articles of Incorporation of Holmes & Orange, Inc., be and hereby is amended as follows:


ARTICLE 1 - NAME AND ADDRESS

The name of this Corporation is: HOLMES DISTRIBUTION, INC.  
The address of the principal office and the mailing address of this Corporation shall be 13303 Don Loop, Spring Hill, Florida 34609.

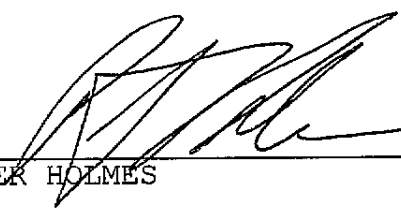
This amendment is adopted May 8, 2002 by the written agreement of all of the Shareholders and all of the Directors of the Corporation as evidenced by the signatures below and shall become effective upon the filing with the Florida Secretary of State.


SHAREHOLDERS:

  
PETER HOLMES

  
RICHARD D. ORANGE

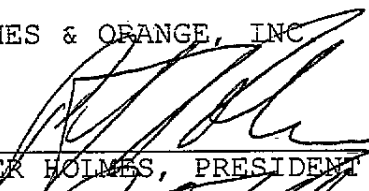
DIRECTORS:

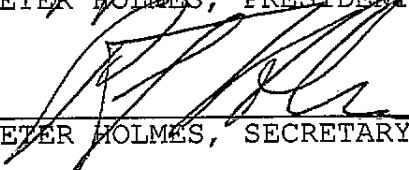
x   
PETER HOLMES

x   
RICHARD D. ORANGE

IN WITNESS WHEREOF, the undersigned have executed and signed  
these Articles of Amendment on behalf of the Corporation this 8TH  
day of MAY, 2002.

HOLMES & ORANGE, INC

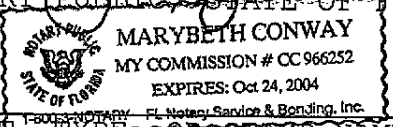
x   
PETER HOLMES, PRESIDENT

x   
PETER HOLMES, SECRETARY

STATE OF FLORIDA  
COUNTY OF clerk

BEFORE ME PERSONALLY APPEARED Peter Holmes TO ME  
WELL KNOWN AND KNOWN TO ME TO BE THE PERSON DESCRIBED IN AND WHO  
EXECUTED THE FOREGOING INSTRUMENT, AND ACKNOWLEDGED TO AND BEFORE  
ME THAT HE/SHE EXECUTED SAID INSTRUMENT FOR THE PURPOSES THEREIN  
EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL, THIS 8th DAY OF  
May, 2002.

Marybeth Conway  
NOTARY PUBLIC, STATE OF FLORIDA  
  
MARYBETH CONWAY  
MY COMMISSION # CC 966252  
EXPIRES: Oct 24, 2004  
PRINT, TYPE, OR STAMP NAME OF  
NOTARY PUBLIC

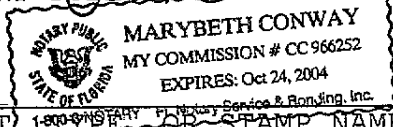
PERSONALLY KNOWN ✓ OR  
TYPE OF IDENTIFICATION PRODUCED \_\_\_\_\_

STATE OF FLORIDA

COUNTY OF Hernando

BEFORE ME PERSONALLY APPEARED Richard D. Orange TO ME  
WELL KNOWN AND KNOWN TO ME TO BE THE PERSON DESCRIBED IN AND WHO  
EXECUTED THE FOREGOING INSTRUMENT, AND ACKNOWLEDGED TO AND BEFORE  
ME THAT HE/SHE EXECUTED SAID INSTRUMENT FOR THE PURPOSES THEREIN  
EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL, THIS 8th DAY OF  
May, 2002.

Marybeth Conway  
NOTARY PUBLIC, STATE OF FLORIDA  
  
PRINT MARYBETH CONWAY OR STAMP NAME OF  
NOTARY PUBLIC

PERSONALLY KNOWN ✓ OR  
TYPE OF IDENTIFICATION PRODUCED \_\_\_\_\_