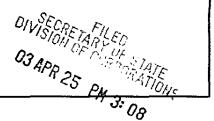
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| (City/State/Zip/Phone #) |
| PICK-UP WAIT MAIL |
| (Business Entity Name) |
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| (Document Number) |
| Certified Copies Certificates of Status |
| Special Instructions to Filing Officer: |
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Amend.

V SHEPARD APR 2 9 2003



ATTORNEYS AT LAW, P.A.

Michael S, Smith Stephen A. Smith, P.A. Paul V. Smith G. Cline Moore

April 24, 2003

Corporate Records Bureau Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314

Re: WILLIE'S FOOD MART, INC.

Dear Sir or Madam:

Enclosed herewith for processing are the original and one copy of the proposed Articles of Amendment to Articles of Incorporation for the above referenced corporation, together with a check in the amount of \$43.75 to cover the necessary charges.

If further information or monies are required, please contact our office. We would appreciate your returning to this firm a copy of the Articles of Amendment.

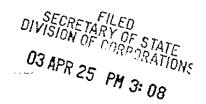
Thank you for your assistance in this matter.

Sincerely, MICHAEL S. SMITH

By: Charlie Williams
Legal Assistant

/lcw Encls.

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF WILLIE'S FOOD MART, INC.



Pursuant to the provisions of section 607, Florida Statutes, this corporation adopts the following articles of amendments to its articles of incorporation:

First: Amendments adopted:

ARTICLE V. INITIAL OFFICERS / DIRECTORS

The names and post office addresses of the Board of Directors, the President, Vice President and Secretary / Treasurer of the corporation, or until their successors in office shall have been elected and qualified, are:

OFFICERS:

WILLIE JOE BARNES 105 S. Mays Street Perry, Florida 32348 PRESIDENT

IRENE B. BARNES 105 S. Mays Street Perry, Florida 32348 SECRETARY/ TREASURER

Second:

The date of the amendment's adoption:

April 17, 2003

Third: The Amendment was adopted by the Board of Directors on April 17, 2003 and a sufficient number of shareholders voted for its approval.

Signed this 17th day of April, 2003.

Signature /

Chairman, Board of Directors

Willie's Food Mart, Inc.

WILLIE JOE BARNES

Typed Name

G:\CHARLIE\CORPORAT\BARNES\AMEND.ART