

LAW OFFICES

MANES & SAPERSTEIN, P.A.

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August 21, 2002

PD20000054740

CERTIFIED MAIL-RETURN RECEIPT REQUESTED

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

000007485410--0
-09/03/02--01067--017
*****113.75 *****35.00

Re: Alliance Distribution, Inc.

Dear Sir or Madam:

Enclosed please find the following:

1. Articles of Amendment to Articles of Incorporation of Alliance Distribution, Inc.
2. Resignation of Vice President, Secretary and Director, Frank Abate.
3. Resignation of President, Treasurer and Director, John Abate.
4. This firm's check in the amount of \$113.75. The check represents the filing fee for the Articles of Incorporation, the resignations of the officers and a certified copies of the Articles.

Please return the certified copy of the Amendment to Articles of Incorporation to the undersigned in the envelope that I have enclosed for your convenience.

Should you have any questions or need anything further, please feel free to contact me.

Very truly yours,

MANES & SAPERSTEIN, P.A.


Michael B. Manes

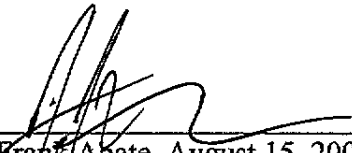
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Encs.

FILED
02 SEP -3 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OLD
Res.
9/4/02
SP

OFFICER/DIRECTOR RESIGNATION

I, Frank Abate, hereby resign as Vice-President, Secretary and Director of Alliance Distribution, Inc., a corporation organized under the laws of the State of Florida and affirm that the corporation has been notified in writing of the resignation.



Frank Abate, August 15, 2002

FILED
02 SEP - 9 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA