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LAW OFFICES

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August 21, 2002

CERTIFIED MAIL-RETURN RECEIPT REQUESTED

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

500007485385--9
-09/03/02--01067--017
****113.75 *****43.75

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

MBM:la
Encs.

FILED
02 SEP -3 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/4/02
Amend
sf

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ALLIANCE DISTRIBUTION, INC.

FILED
02 SEP -3 AM 10: 53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following article of amendment to its articles of incorporation:

First: Amendment adopted:

ARTICLE II: PRINCIPAL OFFICE

The principal place of business of the corporation shall be 6894 N.W. 20TH AVENUE, FORT LAUDERDALE, FL 33309.

Second: Amendment adopted:

ARTICLE VIII: OFFICERS AND DIRECTORS

This corporation shall have two (2) officers and two (2) directors. The names and street addresses of the officers and directors who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

THEODORE PHILLIPS
PRESIDENT/TREASURER/DIRECTOR
6894 NW 20th Ave.
Fort Lauderdale, FL 33309

MICHAEL PHILLIPS
VICE PRESIDENT/SECRETARY/DIRECTOR
6894 NW 20TH Ave.
Fort Lauderdale, FL 33309

Third: The date of each amendment's adoption: August 15, 2002.

Fourth: The amendments were approved by all of the shareholders and directors of the corporation at a Special Meeting of the Shareholder and Directors held on August 15, 2002.

Signed this 15th day of August, 2002.



Theodore Phillips, President/Director