

(Requestor's Name)

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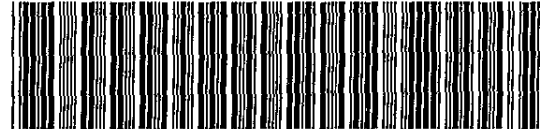
(Business Entity Name)

(Document Number)

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FILED
03 NOV 17 PM 12:00
U.S. DISTRICT COURT
NORTH DAKOTA
FALLAHSSEE, FLORIDA

11/20/03
Kumant

J. DANIEL BREDE
Professional Association
Attorney at Law

Suite 201, East Building
1900 N. W. Corporate Blvd.
Boca Raton, Florida 33431

Telephone (561) 241-8996
Facsimile (561) 241-7859
jdbrede1@bellsouth.net

November 14, 2003

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: **DCB DISTRIBUTION, INC.**

Dear Sir/Madam:

Enclosed please find the signed Articles of Amendment to be filed with the Secretary of State, Division of Corporations. A check for \$35.00 is enclosed for filing. Please stamp the duplicate copy filed and return to us in the enclosed envelope.

If you have any questions, please call.

Sincerely,

A handwritten signature in dark ink, appearing to read "Dan Brede/jmr", written over a horizontal line.

J. DANIEL BREDE

JDB:jmr
Enclosures

cc: Mr. Stephen Haley

ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION OF
DCB DISTRIBUTION, INC.

FILED
03 NOV 17 PM 12:
CLERK OF STATE
TALLAHASSEE, FLOR.

Pursuant to Florida Statutes Section 607.1003 and 607.0704, the Articles of Incorporation of DCB DISTRIBUTION, INC. are hereby amended pursuant to a written consent in lieu of a meeting executed by the holders of all the Corporation's common stock and all the Corporation's Directors on the 1st day of October, 2003, as follows:

ITEM 1

1. Capitalization. ARTICLE III is hereby amended to read as follows:

ARTICLE III
CAPITALIZATION

The name of the corporation is DCB DISTRIBUTION, INC.

The aggregate number of shares which the corporation shall have the authority to issue shall be 2,000,000, \$0.01 par value voting common shares, and 1,000,000, \$0.01 par value non-voting common shares, for a total of 3,000,000 \$0.01 par value common shares.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Any type of property which is acceptable to the Board of Directors may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation this 1st day of October, 2003.

3 November

STEPHEN C. HALEY, President

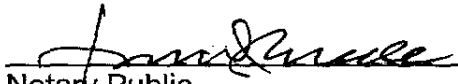
ATTEST:


LUCILLE M. SANTINI, Secretary

STATE OF FLORIDA)
)ss
COUNTY OF PALM BEACH)

3 November

The foregoing instrument was sworn to and acknowledged before me this ~~1st~~ day of ~~October~~, 2003, by STEPHEN C. HALEY, President of DCB DISTRIBUTION, INC., a Florida corporation, on behalf of the Corporation.



Notary Public
My Commission Expires:



J Daniel Brede
My Commission CC978963
Expires November 01 2004