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September 23, 1999

Florida Department of State
409 E. Gaines St.
Tallahassee, FL 32399

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-09/24/99--01070--001
*****35.00 *****35.00

Division of Corporation

Dear Sir:

Enclosed please find a copy of the Minutes and original Articles of Amendment along with our check in the amount of \$35.00 to have the changes made as requested in these documents.

If you have any question, please do not hesitate to contact my office at 1-800-477-5606 ext 319.
Thank you in advance for your help on this situation.

Sincerely,

Darlyne M Devany
Administrator

DMD

Enclosures

NC Amend
9-30-99
DMS

FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

99 SEP 24 AM 9:36

FILED

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
S & G DISTRIBUTORS, INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendment to its Articles of Incorporation:

First: Amendment(s) adopted.

Article 1. Corporate Name. The corporate name is hereby changed from S & G Distributors, Inc. to **S & G INSURANCE SERVICES INC.**

Second: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows: The shares retained by Fred J. Sandlin and Robert A. Gaines Trust in the combined amount of 100 shares are hereby returned to the company, S & G INSURANCE SERVICES, INC. For cancellation. The new shares issued are as follows:

Fred J. Sandlin	-	33.3%
Robert A. Gaines Trust-		33.4%
Charles Welborn	-	33.3%

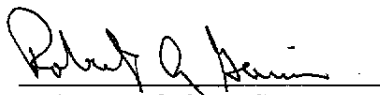
Third: The officers of the corporation were hereby changed to the following:

Fred J. Sandlin	-	President/Director
Robert A. Gaines	-	Secretary/Treasurer/Director
Charles Welborn	-	Director

Fourth: The date of each amendment's adoption is September 23, 1999.

Fifth: Adoption of Amendments. The Amendment(s) changes were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed 23rd day of September, 1999.


Robert A. Gaines, Secretary

STATE OF FLORIDA
TALLAHASSEE

99 SEP 24 AM 9:36

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