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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JUL -1 PM 3:49

JONATHAN W. SHIRLEY
ADMITTED IN FLORIDA,
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June 28, 2002

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

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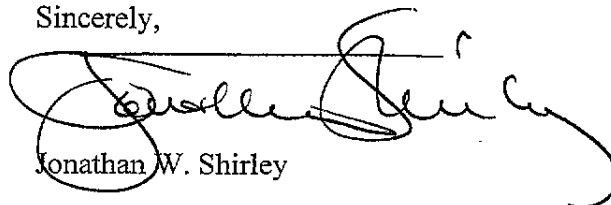
Re: Articles of Amendment to Articles of Incorporation of National In-Store
Marketing, Inc.

Gentlemen:

Enclosed are the Articles of Amendment to Articles of Incorporation of National In-Store Marketing, Inc., together with our firm's check in the amount of Forty-Three Dollars and Seventy-Five Cents (\$43.75). Once the Articles of Amendment to Articles of Incorporation have been filed, the certified copy should be returned to this office.

If you have any questions, please contact me.

Sincerely,



Jonathan W. Shirley

JWS/lp

Enclosures

cc: Mr. Thomas L. Dowdy, National In-Store Marketing, Inc.

V SHEPARD JUL 10 2002

N/c

ARTICLES OF AMENDMENT

**TO
ARTICLES OF INCORPORATION OF
NATIONAL IN-STORE MARKETING, INC.**

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These Articles of Amendment of the Articles of Incorporation by NATIONAL IN-STORE MARKETING, INC. (the "Corporation"), have been adopted and approved by the corporation's board of directors and unanimously approved by the shareholders on June 14, 2002. The corporation is filing these Articles of Amendment to Articles of Amendment pursuant to F.S. 607.1006.

1. Article I of the Articles of Incorporation of the Corporation is deleted in its entirety and the following is inserted in lieu thereof:

"ARTICLE I NAME


The name of the Corporation shall be PBT THREE, Inc."

2. These foregoing Articles of Amendment of the Corporation were duly adopted by the Board of Directors on June 14, 2002.

4. These Articles of Amendment of the Corporation were approved by the unanimous consent of the shareholders of the Corporation on June 14, 2002, which unanimous consent was sufficient for the adoption of these Articles of Amendment by the Corporation.

5. These Articles of Amendment are to be effective upon filing with the Department of State.

IN WITNESS WHEREOF, the undersigned as President and Chairman of the Board of Directors of the Corporation has executed these Articles of Amendment on 6/14, 2002.


Thomas L. Dowdy, Jr.
President and Chairman of the Board of Directors
of NATIONAL IN-STORE MARKETING, INC.