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February 4, 1999

CT CORPORATION SYSTEM CONNIE TALLAHASSEE, FL

SUBJECT: HAND BRAND DISTRIBUTION INC.

Ref. Number: P95000086464

We have received your document for HAND BRAND DISTRIBUTION INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

Please enclose the attachment mention in the second statement.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Letter Number: 399A00005062

Teresa Brown Corporate Specialist ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF HAND BRAND DISTRIBUTION INC. DOCUMENT # P95000086464 PALAHASSI PA 4: 35

TAILAHASSI PA 4: 35

TOTALE

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

FIRST: Amendment adopted to ARTICLE III CAPITAL STOCK of the company has been ammended to reflect a two for one split of its' common stock resulting in 12,500,000 Authorized Shares with a par value of .002 cents.

SECOND: The amendment provides for the exchange of issued shares and provisions for implementing the amendment.

THIRD: The date of this amendments adoption is January 21, 1997.

FOURTH: Adoption of Amendment: The amendment was adopted by the board of directors without shareholder action and shareholder action was not required. The number of votes cast for the amendment was sufficient for approval by the Board of Directors.

Signed this third day of February, 1999.

John M. Taggart

Chairman of the Board of Directors