



P9600001342
Barnes Vending
DISTRIBUTORS, INC.



W. Kenneth Barnes, CEO

Newest, Proven Vending Concepts with Highest Returns

12730 Trucious Place • Tampa, Florida 33625 • (813) 968-2323 • (800) 968-3250

September 29, 1998

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

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 -10/01/98--01039--006
 *****35.00 *****35.00

Attention: Amendment Department

Dear Sir or Madam:

Herewith enclosed are the Articles of Amendment to the Articles of Incorporation of Barnes Vending Distributors, Inc.

FILED
 98 OCT -1 PM 2:06
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

The above noted Articles of Incorporation was filed on February 12, 1996. We are herewith requesting amendment to said corporation which reads as follows:

This 29th day of September, 1998, the shareholders, W. Kenneth Barnes and Jane L. Barnes, have unanimously voted change the name of said corporation to Heritage Research Group, Inc., which name change shall become effective on October 1, 1998.

Also enclosed, please note our check for the filing fee charge for the Articles of Amendment of \$35.00.

We will very much appreciate your prompt attention to approving and affirming this change of the name of the above stated corporation, so that we can continue our activities of business as soon as possible.

Most sincerely,

W. Kenneth Barnes
 W. Kenneth Barnes
 President

VS OCT 7 1998

N/C

WKB/jl
 Enclosures

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED
98 OCT -1 PM 2: 06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BARNES VENDING DISTRIBUTORS, INC.

(present name)

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(s) adopted: *(indicate article number(s) being amended, added or deleted)*

This 29th day of September, 1998, the shareholders, W. Kenneth Barnes and Jane L. Barnes, have unanimously voted change the name of said corporation to Heritage Research Group, Inc., which name change shall become effective on October 1, 1998.

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:

THIRD: The date of each amendment's adoption: September 29, 1998

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 29th day of September, 19 98

Signature *W. Kenneth Barnes*
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

The shareholders, W. Kenneth Barnes and Jane S. Barnes are also the only officers and directors of this corporation.
OR
(By a director if adopted by the directors)

(By an incorporator if adopted by the incorporators)

W. KENNETH BARNES

Typed or printed name

CHAIRMAN OF THE BOARD OF DIRECTORS AND PRESIDENT

Title