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Charles Abels Massie, CPA, PA 12065 Metro Parkway Suite 101 City/ Fort Myers, FL 33912		ie #	700002831807--2 -04/07/99-01040--007 *****35.00 *****35.00
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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
LESLEY HUDNALL, INC.**

Pursuant to the provisions of Florida Statutes, the undersigned Florida for profit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted:

ARTICLE I (NAME) - The name of the corporation shall be changed to: LHI DISTRIBUTING, INC.

The principle place of business of this corporation shall be:

5800 MICHELE LANE
ST. CLOUD, FL 34772-7691

ARTICLE II (NATURE OF BUSINESS - This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

SECOND: The date of adoption of the amendments was: March 25, 1999.

THIRD: Adoption of Amendment;

The amendments were adopted by the stockholders and the number of votes cast for the amendment was sufficient for approval.

Formerly: Lesley Hudnall, Inc.

As per Amended Articles: LHI/Distributing, Inc.

Lesley Hudnall, President

Date: 3-27-99

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