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BASIC AMENDMENT

BERNIE LITTLE DISTRIBUTING, INC.

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Amendment
2/2/04



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

February 2, 2004

BERNIE LITTLE DISTRIBUTING, INC.
1314 SW 17TH ST
OCALA, FL 34474US

SUBJECT: BERNIE LITTLE DISTRIBUTING, INC.
REF: P97000038931

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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION OF
BERNIE LITTLE DISTRIBUTING, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, **BERNIE LITTLE DISTRIBUTING, INC.**, a Florida corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

**ARTICLE I
Name**

The name of the corporation is **BERNIE LITTLE DISTRIBUTING, INC.**

**ARTICLE II
Amendment**

Article IV of the Articles of Incorporation is hereby amended as follows:

**"ARTICLE IV
Shares**

The Corporation shall have authority to issue ten million (10,000,000) shares of common stock, with a par value of \$.001 per share, 100,000 of which shall be voting shares, and 9,900,000 of which shall be non-voting shares. Except for the difference in voting rights, all shares of common stock shall have the same rights."

**ARTICLE III
Date of Adoption**

The amendment was adopted on the 30th day of January, 2004 and shall be effective on February 1, 2004.

James W. Goodwin, Esq.
Macfarlane Ferguson & McMullen
PO Box 1531
Tampa, FL 33601-1531

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ARTICLE IV
Manner of Adoption

The amendment was duly approved by the shareholders of the Corporation and the number of votes cast for the amendment by the shareholders was sufficient for approval.

Dated this 1st day of February, 2004.

By:



Bernard Little, Jr., Chairman