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September 17, 1998

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*****87.50 *****87.50

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Health Source Holdings & Distribution Co., Inc.
Articles of Amendment to Articles of Incorporation

Dear Sir/Madam:

Enclosed is an original and two copies of the Articles of Amendment to Articles of Incorporation of Health Source Holdings & Distribution Co., Inc. Please provide the undersigned with a Certified Copy of same. Also enclosed is our firm check in the amount of \$87.50 representing your fee for filing and for the Certified Copy.

Thank you for your assistance.

Very truly yours,

John H. Latshaw, Jr.

JHL,Jr./vn
Enclosures

FILED
98 SEP 21 AM 8:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NC
KTB
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

HEALTH SOURCE HOLDINGS & DISTRIBUTION CO., INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendment to its Articles of Incorporation:

The following amendments are adopted as follows:

FIRST: Article I is amended to reflect a change in corporate name to Health Shoppe Holdings & Distribution Co., Inc.

SECOND: The date of the Amendment's adoption is September 11, 1998.

THIRD: The amendment does not provide for an exchange, reclassification or cancellation of issued shares, and shareholder approval is not required.

FOURTH The amendment was, however, approved by both stockholders, whose vote is sufficient for approval.

Signed this 11th day of September, 1998.

HEALTH SOURCE HOLDINGS &
DISTRIBUTION CO., INC.

By: Charles Carroll
Charles Carroll, President

Attest: Loraine Carroll
Loraine Carroll, Secretary