798000060973



ACCOUNT NO. : 072100000032

REFERENCE: 892207

81011A

AUTHORIZATION <

COST LIMIT

ORDER DATE: July 15, 1998

ORDER TIME: 11:39 AM

ORDER NO. : 892207-015

CUSTOMER NO:

81011A

300002589943--3

CUSTOMER: Ms. Nicole Ladato

Holcomb & Decort, P.A.

415 South Hyde Park Avenue

Tampa, FL 33606

DOMESTIC AMENDMENT FILING

NAME:

DIRECT ACCESS DISTRIBUTORSHIP

C, INC.

EFFICTIVE DATE:

ARTICLES OF AMENDMENT

RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

PLAIN STAMPED COPY

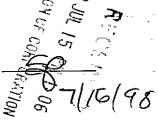
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice

EXAMINER'S INITIALS:

Amend









FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

July 15, 1998

RESUBMIT

CSC Attn: Jancie Vanderslice Tallahassee, FL

Please give original submission date as file date.

SUBJECT: DIRECT ACCESS DISTRIBUTORSHIP C, INC. Ref. Number: P98000060973

We have received your document for DIRECT ACCESS DISTRIBUTORSHIP C, INC. and the authorization to debit your account in the amount of \$105.00. However, the document has not been filed and is being returned for the following:

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6901.

Susan Payne Senior Section Administrator

Letter Number: 098A00037718



ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF DIRECT ACCESS DISTRIBUTORSHIP C, INC.

98 JUL 15 PM 2: 05

Article VIII of the Articles of Incorporation of DIRECT ACCESS DISTRIBUTORSHIP C, INC. is amended to read as follows:

"ARTICLE IV

CAPITAL STOCK

The capital stock of the corporation shall be divided into 10,000 shares of common stock, \$1.00 par value, and each share shall entitle the holder thereof to vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, with property or in labor or services, at the valuation to be fixed by the incorporator or by the Board of Directors, at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be non-assessable."

The foregoing Amendment was adopted by the Shareholders of this corporation on July 13, 1998.

IN WITNESS WHEREOF the undersigned Shareholders and Directors of this corporation have executed these Articles of Amendment on July

DIRECT ACCESS DISTRIBUTORSHIP C, INC.

and Director and President

STATE OF FLORIDA COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared JOHN J. KEVORKIAN, III, known to me and known to be the person described in the above and foregoing Articles of Amendment to the Articles of Incorporation as a Shareholder and Director of DIRECT ACCESS DISTRIBUTORSHIP C, INC., and he acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

Witness my hand and seal this ______day of ___

, 1998.

NOTARY PUBLIC

My Commission Expires:

