

NOV-30-10

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FROM-

T-603 P 002/004 E-408

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Florida Department of State  
Division of Corporations  
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
R&W DISTRIBUTORS, INC.**

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11/30/2010 2:57:07 PM PAGE 1/001 Fax Server

T-613 P.001/004 F-409



November 30, 2010

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

R&W DISTRIBUTORS, INC.  
698 BELL RD  
SARASOTA, FL 34240

SUBJECT: R&W DISTRIBUTORS, INC.  
REF: P99000080454

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

On the amendment under FIRST, please change the wording to Articles of Incorporation instead of Articles of Organization.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6925.

Teresa Brown  
Regulatory Specialist II

FAX Aud. #: H10000256827  
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**SECOND ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
R&W DISTRIBUTORS, INC.**

**FILED**  
2010 NOV 30 AM 9:30  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

Pursuant to Section 607.1006, Florida Statutes, R&W Distributors, Inc. ("Corporation") adopts these Articles of Amendment:

**FIRST:** The date of filing of the Articles of Incorporation of the Corporation was September 10, 1999 (Document Number P99000080454), as amended on December 23, 1999.

**SECOND:** Article III of the Corporation's Articles of Incorporation is amended entirely to read as follows:

**Article III. Capital Stock**

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding at any time is 100,000 shares of common stock having a par value of \$.001 per share and divided into 10,000 shares of Class A common stock and 90,000 shares of Class B common stock. The Class A common stock is voting stock and the Class B common stock is non-voting stock. The voting power of this Corporation shall be vested solely in the Class A common stock. Holders of shares of the Class A common stock shall be entitled to one vote for each share of common stock. There shall be no cumulative voting in the election of directors. Other than voting differences, the Class A common stock and the Class B common stock have identical economic rights including dividends and distributions (operating and liquidating) and shall have the same preferences, limitations and relative rights, on a share for share basis.

**THIRD:** The foregoing amendment to Article III was adopted and approved by the Board of Directors of the Corporation by written consent without a meeting on November 29, 2010, and presented to the sole shareholder of the common stock of the Corporation for consideration, with the recommendation that the sole shareholder approve the proposed amendment. The sole shareholder of the common stock of the corporation, which constitutes a sufficient number of votes to approve the amendment, adopted and approved the foregoing amendment to Article III on November 29, 2010, by written consent without a meeting.

**FOURTH:** The foregoing amendment will become effective when these Articles of Amendment are filed with the Florida Department of State.

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T-613 P.004/004 F-408

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EXECUTED: November 30, 2010

R&W DISTRIBUTORS, INC.

By:

  
Stuart Meistrich, President

(TP652153;1)

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