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SANDRA B. MORTHAM SECRETARY OF STATE DIVISION OF CORPORATIONS TALLAHASSEE, FL.

DECEMBER 3, 1996

The Board of Directors of MUTUAL DISTRIBUTORS, INC. adopted an amendment to ARTICLE IV-CAPITAL STOCK of the Articles of Incorporation on November 22, 1996.

Enclosed is a check to pay for the following expenses:

Filling fee for the article amended......\$ 35.00

Total \$ 87.50

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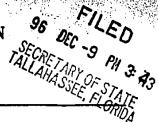
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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



MUTUAL DISTRIBUTORS, INC.

MUTUAL DISTRIBUTORS, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE IV - CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE TWO HUNDRED THOUSAND (200,000) SHARES OF \$1.00 PAR VALUE COMMON STOCK, WHICH SHARES SHALL BE OF A SINGLE CLASS.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD:	The date of each amendment's adoption: NOVEMBER 22, 1996
FOURTE	: Adoption of Amendment(s) (CHECK ONE)
E	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
C	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were sufficient
	for approval by
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_	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
Signature	Signed this 2nd. day of DECEMBER , 19 96 (By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
	OR
(By a director if adopted by the directors)	
OR .	
(By an incorporator if adopted by the incorporators)	
	WILLIAM D MILLS JR. Typed or printed name
	CHAIRMAN OF THE BOARD