

1990, BEFORE ME, THE SUBSCRIBER, A NOTARY PUBLIC IN AND FOR SAID COUNTY AND STATE, PERSONALLY APPEARED JOHN N. BELCHER, PRESIDENT OF SMITH DISTRIBUTORS INC., KNOWN TO ME TO BE THE SAME PERSON WHOSE NAME IS SUBSCRIBED TO THE FOREGOING INSTRUMENT, AND ACKNOWLEDGED THAT THE SIGNING AND EXECUTION OF SAID INSTRUMENT IS HIS FREE AND VOLUNTARY ACT AND DEED, AND THE FREE AND VOLUNTARY ACT AND DEED OF SAID CORPORATION, FOR THE USES AND PURPOSES THEREIN MENTIONED.

IN TESTIMONY WHEREOF, I HAVE HERETO SUBSCRIBED MY NAME AND AFFIXED MY NOTARIAL SEAL ON THE DAY AND YEAR LAST ABOVE MENTIONED.

Lina L. Flynn
NOTARY PUBLIC

MY COMMISSION EXPIRES: My Commission expires June 27, 1994

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EXHIBIT I

DEC 17 1990

SECRETARY OF STATE
COMMONWEALTH OF KY

BREMER EHRLER
SECRETARY OF STATE
STATE OF KENTUCKY
P.O. BOX 1150
FRANKFORT, KENTUCKY 40602-1150

SUBJECT: REQUEST TO CHANGE CORPORATION NAME OF ACCOUNT
RECORD NUMBER "163553"
"SMITH DISTRIBUTORS INCORPORATED."

ATTACHED ARE EXHIBITS I THRU VI WHICH SUPPORT OUR
REQUEST TO CHANGE OUR CORPORATE NAME FROM "SMITH DISTRIBUTORS
INC." TO "NAPCO DISTRIBUTING INC."

ON FRIDAY, NOVEMBER 16, 1990 AT A MEETING OF THE BOARD
OF DIRECTORS (WHO OWN 86% OF TOTAL AUTHORIZED STOCK SHARES)
IN NASHVILLE, TENNESSEE, IT WAS AGREED THAT WE SHOULD PURSUE
THE KENTUCKY SECRETARY OF STATE'S OFFICE FOR SUBJECT
APPROVAL. SEE COPIES OF MINUTES OF THIS MEETING, EXHIBIT II.
ON, FRIDAY, DECEMBER 7, 1990 I SPOKE BY TELEPHONE WITH MS.
ANN HANLEY WHO ADVISED THAT THE CORPORATE NAME "NAPCO
DISTRIBUTING, INC." WAS AVAILABLE FOR ADOPTION. THE
FOLLOWING EXHIBITS ARE ENCLOSED SUPPORTING THIS REQUEST:

(I.) AN EXCLUDED AND ACKNOWLEDGED COPY OF THE ARTICLES
OF AMENDMENT-PROPOSED CHANGE TO ARTICLE I.

(II.) A COPY OF THE MINUTES OF THE NOVEMBER 16, 1990
MEETING DOCUMENTING THE SUBJECT PROPOSAL AND ITS APPROVAL.

(III.) A COPY OF THE ORIGINAL ARTICLE I OF THE ARTICLES

OF INCORPORATION OF SMITH DISTRIBUTORS INC., DATED JANUARY 15, 1982.

(IV.) A COPY OF OUR PROPOSED WORDING CHANGES TO ARTICLE 1.

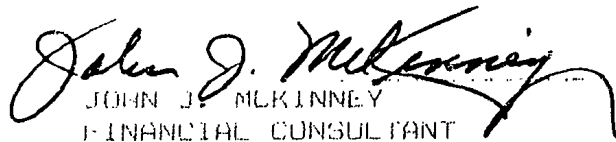
(V.) A COPY OF THE ORIGINAL CERTIFICATE OF INCORPORATION OF SMITH DISTRIBUTORS INC., DATED JANUARY 10, 1982.

(VI.) A COPY OF THE "STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH" WHICH CHANGED THE ADDRESS AND REGISTERED AGENT OF SMITH DISTRIBUTORS INC.-RECEIVED AND APPROVED BY YOU JANUARY 9, 1990.

ALSO ENCLOSED IS OUR CHECK NUMBER #13342, DATED 12-11-90 IN THE AMOUNT OF \$40.00 PAYABLE TO KENTUCKY STATE TREASURER TO COVER COST RELATED TO THIS CHANGE.

I TRUST THAT I HAVE COVERED ALL REQUIREMENTS TO MAKE THIS CHANGE, AND I REQUEST THAT YOU ADVISE AS QUICKLY AS POSSIBLE SO THAT WE CAN BEGIN TO MAKE ALL NECESSARY IDENTIFICATION CHANGES.

THANKS FOR YOUR COOPERATION IN THIS MATTER.


JOHN J. MCKINNEY
FINANCIAL CONSULTANT
SMITH DISTRIBUTING INC.

DATE: 12-13-90