

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

DREXELL R. DAVIS
Secretary



FRANKFORT,
KENTUCKY

CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION

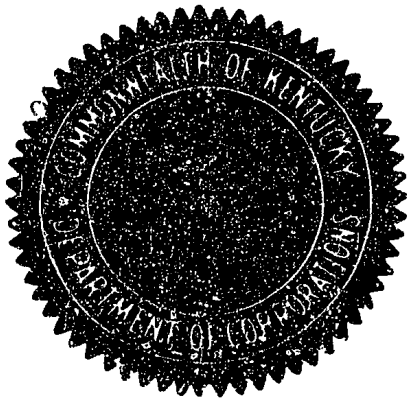
I, DREXELL R. DAVIS, Secretary of State of the Commonwealth of Kentucky, do hereby certify that Amended Articles of Incorporation of

STANDARD MILL SUPPLY COMPANY, INC.

CHANGING NAME TO

THE EARL A. ERICH COMPANY, INC.

amended pursuant to Kentucky Revised Statutes, 271A, (~~202~~) duly signed and verified or acknowledged according to law, have been filed in my office by said corporation, and that all taxes, fees and charges payable upon the filing of said Articles of Amendment have been paid.



SECRETARY OF STATE

Given under my hand and seal of Office as Secretary of State, at Frankfort, Kentucky, this _____ **6TH** *day of* **FEBRUARY**, 19 **86**.

Drexell R. Davis
SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
STANDARD MILL SUPPLY COMPANY, INC.

ORIGINAL COPIES
FILED
SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

FEB 6 1986

Draper P. Davis ^{Rep}

SECRETARY OF STATE

Earl A. Erich, President, and Barbara J. Erich, Secretary, of Standard Mill Supply Company, Inc., a Kentucky corporation, with its principal office located at Hopkinsville, Kentucky, do hereby certify that a meeting of the holders of the shares of said corporation entitling them to vote on the proposal to amend the articles of incorporation thereof, as contained in the following resolution, was duly called upon notice of the specific purpose and held on the 20th day of January, 1986, at which meeting a quorum of such shareholders was present in person or by proxy and that by the affirmative vote of the holders of shares entitling them to exercise 99% of the voting power of the corporation on such proposal, the following resolution was adopted to amend the articles:

429880

RESOLVED: That the name of the corporation be changed and amended from Standard Mill Supply Company, Inc. to The Earl A. Erich Company, Inc.

In witness whereof, said Earl A. Erich, President, and Barbara J. Erich, Secretary, of Standard Mill Supply Company, Inc., acting for and on behalf of said corporation, have hereunto subscribed their names this 20th day of January, 1986.

By *Earl A. Erich*
EARL A. ERICH
PRESIDENT

By *Barbara J. Erich*
BARBARA J. ERICH
SECRETARY

STATE OF KENTUCKY)
) SCT.
COUNTY OF CHRISTIAN)

SUBSCRIBED AND SWORN to before me by EARL A. ERICH, President, and BARBARA J. ERICH, Secretary, of Standard Mill Supply Company, Inc., this 20th day of January, 1986.

My commission expires November 17, 1986

Susan Faulk
Notary Public

ANNUAL MEETING
STOCKHOLDERS

The annual meeting of the stockholders of Standard Mill Supply Company, Inc., a corporation organized and existing under and by virtue of the laws of the State of Kentucky, was held at the office of Thomas and Ison, P.S.C., 1302 South Main Street, Hopkinsville, Kentucky, on the 20th day of January, 1986, at 1:00 p.m.

Stockholders present were Earl A. Erich and Stephen Erich by telecommunications.

The stockholders then discussed the corporation's prior business and the termination of the corporation's business in the hardware business and the sale of the assets by means of an asset acquisition to Michael H. Morrow. Terms and conditions of the November 22, 1985, Purchase Agreement with Mr. Morrow were then discussed.

Earl A. Erich was elected Chairman and advised the stockholders that it would be desirable that the Articles of Incorporation be amended pursuant to KRS 271A.290 so as to change the corporate name to The Earl A. Erich Company, Inc. to comply with the terms and conditions of the same. Upon motion duly made and seconded, it was resolved that the corporation's directors consider the amendment of the Articles of Incorporation so as to reflect the name of the corporation to be The Earl A. Erich Company, Inc., and that an Article of Amendment be filed with the Secretary of State at once.

The Chairman then announced that the next order of business was the election of Directors for the corporation. The following persons were duly nominated and elected by unanimous election:

Earl A. Erich

Barbara J. Erich

There being no further business to come before the meeting, the Chairman declared it adjourned.

Earl A. Erich

EARL A. ERICH

CONSENT TO AMENDMENT OF ARTICLES

We, the undersigned, being the owners of the number of shares of stock set opposite our respective names, and being the holders of 180 of 181 authorized and outstanding shares who would be entitled to notice of a meeting of shareholders if such a meeting were called for the purpose of amending the articles of incorporation in the manner and to the extent specified in the amendment herein recited, do hereby consent in writing to the following amendment of the articles of incorporation of Standard Mill Supply Company, Inc.:

RESOLVED: That the name of the corporation be changed and amended from Standard Mill Supply Company, Inc. to The Earl A. Erich Company, Inc.

<u>Stockholders</u>	<u>Number of Shares</u>
<u>Earl A. Erich</u>	180
EARL A. ERICH	<u>99%</u>

THOMAS AND ISON, P.S.C.

ATTORNEYS AT LAW

1302 SOUTH MAIN STREET

HOPKINSVILLE, KENTUCKY 42240

DANIEL N. THOMAS
ROBERT T. ISON

P. O. Box 675
(502) 886-6363

RECEIVED

FEB 06 1986

SECRETARY OF STATE
COMMONWEALTH OF KY

February 5, 1986

Secretary of State
Capitol Building
Frankfort, Kentucky 40601

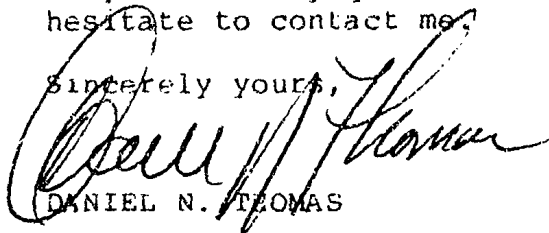
RE: Articles of Amendment to
Articles of Incorporation of
Standard Mill Supply Company, Inc.

Dear Sirs:

Please find enclosed herein the Articles of Amendment to Articles of Incorporation and Consent to Amendment of Articles of Standard Mill Supply Company, Inc., in triplicate, along with a check for filing the same in the amount of \$15.00. You will also find enclosed a copy of the minutes of the Annual Meeting of Board of Directors and of the Annual Meeting of Stockholders of the corporation.

If you have any questions concerning this matter, please don't hesitate to contact me.

Sincerely yours,



DANIEL N. THOMAS

dnt:sm

Enclosures (9)