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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ACCOUNT NO. : 072100000032
REFERENCE : 648500 4808062
AUTHORIZATION : *Patricia Pizito*
COST LIMIT : \$ 35.00

ORDER DATE : April 3, 2000

ORDER TIME : 12:51 PM

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ORDER NO. : 648500-040

CUSTOMER NO: 4808062

CUSTOMER: Takako Muramatsu, Legal Asst
Morgan, Lewis & Bockius LLP
300 South Grand Avenue
Suite 2200
Los Angeles, CA 90071-3132

FOREIGN FILINGS

NAME: MERCHANTS HOME DELIVERY
SERVICE, INC.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

RECEIVED
00 APR -5 PM 1:38
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

N.C.
B. COULLETTE APR 05 2000

CONTACT PERSON: Janine Lazzarini

PROFIT CORPORATION

SECTION I

1 Merchants Home Delivery Service, Inc.

Name of corporation as it appears on the records of the Department of State.

2. California

Incorporated under laws of

3 July 17, 1975

Date authorized to do business in Florida

SECTION II

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? March 16, 2000

5. Exel Direct Inc.

Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction

B. T. Lapham
Signature

March 30, 2000

Date _____

Brian T. Layfield

Typed or printed name

Secretary

Title

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of California

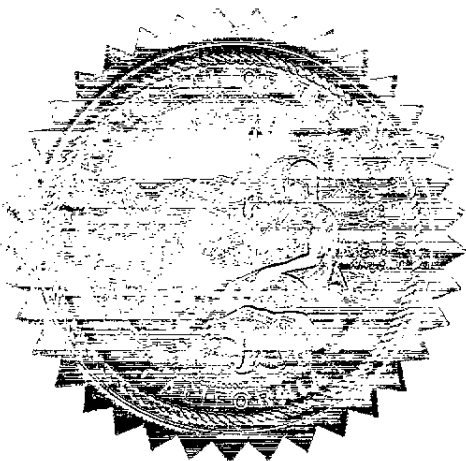
SECRETARY OF STATE

CERTIFICATE OF FILING

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the **16th day of March, 2000**, there was filed in this office an amendment changing the corporation name from **MERCHANTS HOME DELIVERY SERVICE, INC.**, a California corporation, to **EXEL DIRECT INC.**

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of April 4, 2000.



Bill Jones

BILL JONES
Secretary of State

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