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April 23, 1998

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

600002505276--6
-04/29/98--01064--017
*****96.25 *****96.25

Re: United Wholesale, Inc., d/b/a U.W. Holdings, Inc.

To Whom It May Concern:

Enclosed is an executed Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida, for United Wholesale, Inc., d/b/a U.W. Holdings, Inc. Please mail a Certified Copy and Certificate of Status to the above address. Also enclosed is a check for \$96.25 to the Department of State. If you have any questions, please feel free to call me.

Very truly yours,

Zach Shelomith

Zach B. Shelomith

ZBS/res

Enclosures

cc: Mr. Alan Peller

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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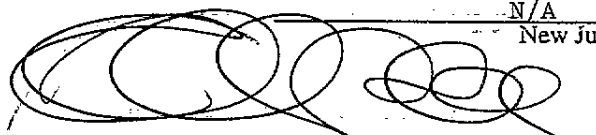
PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. U.W. HOLDINGS, INC.
Name of corporation as it appears on the records of the Department of State.
2. Delaware
Incorporated under laws of
3. November 9, 1987
Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? March 13, 1998
5. U.W. LIQUIDATING COMPANY
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.
N/A
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
N/A
New Jurisdiction


Signature

Alan D. Peller
Typed or printed name

4/21/98
Date

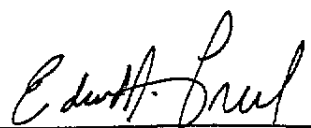
President
Title

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "UNITED WHOLESALE, INC.", CHANGING ITS NAME FROM "UNITED WHOLESALE, INC." TO "U.W. LIQUIDATING COMPANY", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF MARCH, A.D. 1998, AT 9 O'CLOCK A.M.





Edward J. Freel, Secretary of State

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981098670

AUTHENTICATION: 9007419

DATE: 04-02-98

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION**

UNITED WHOLESALE, INC.

a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware.

DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of UNITED WHOLESALE, INC.

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows:

The name of the corporation (herein called the "Corporation")
is U.W. LIQUIDATING COMPANY

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said UNITED WHOLESALE, INC.
has caused this certificate to be signed by

ALAN PETERSON, an Authorized Officer,
this 2nd day of MARCH 1998

BY: 

TITLE OF OFFICER: PRESIDENT



ROSE MARIE FARROW
My Comm Exp. 5/22/00
Bonded By Service Inc
No. CC558849

Rose Marie Farrow