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April 30, 1999

Division of Corporations
Amendment Filing Section
409 East Gaines Street
Tallahassee, FL 32399

VIA AIRBORNE EXPRESS

FILED
MAY -3 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: ARTICLES OF AMENDMENT FOR MTL INC. CHANGING ITS NAME TO
QUALITY DISTRIBUTION, INC.

To Whom it May Concern:

500002861605--5
-05/04/99--01039--017
*****52.50 *****52.50

Enclosed please find the following items regarding the above:

1. Articles of Amendment (two originals)
2. Check in the amount of \$52.50 for filing fee, certified copy, and a certificate of status.

Once the Articles of Amendment are filed, kindly forward the acknowledgement, certified copy, and the certificate of status to:

Robert R. Kasak, Esq.
Montgomery Building
3108 Central Drive
Plant City, FL 33567
800-282-2031, Ext. 309

If you have any questions, please feel free to contact me at the above address or telephone number.

Very truly yours,

Robert R. Kasak

RRK/dkb
Enclo.

N/C

MAY 12 1999

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MTL INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST: The name of the Corporation is presently MTL Inc. (The "Corporation").

SECOND: Article I of the Articles of Incorporation is amended to read as follows:

NAME

The Name of this Corporation shall be:

Quality Distribution, Inc.

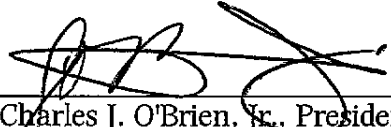
THIRD: The Amendment was approved and recommended by the Board of Directors to the Corporation's shareholders on November 24, 1998.

FOURTH: The Amendment was approved by Written Unanimous Consent of the Corporation's shareholders on December 3, 1998.

Signed this 30th day of April, 1999.

MTL Inc.

By: _____


Charles J. O'Brien, Jr., President and
Chairman of the Board of Directors