

P94000029737



QUALITY DISTRIBUTION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 FEB 25 PM 3:03

VIA AIRBORNE EXPRESS

February 20, 2002

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

400005000484--1
-02/25/02-01043-002
*****35.00 *****35.00

RE: Articles of Amendment for Quality Distribution, Inc.

To Whom It May Concern:

Enclosed please find the following items regarding the above:

1. Articles of Amendment (two originals)
2. Check in the amount of \$35.00 for filing fee

Once the Articles of Amendment are filed, kindly forward the acknowledgement to:

Robert R. Kasak, Esq.
Quality Distribution, Inc.
3802 Corporex Park Drive
Tampa, FL 33619
800-282-2031 x7309

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

Very truly yours,

Robert R. Kasak
General Counsel

RRK/drb

Enclos.

Amend

V SHEPARD FEB 20 2002

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
QUALITY DISTRIBUTION, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 FEB 25 PM 3:03

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 Quality Distribution, Inc. (The "Corporation")

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

Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than eleven (11) members, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove a director from office at any time with or without cause.

THIRD: The Amendment was approved and adopted by the Board of Directors on November 8, 1999.

FORTH: Approval of this Amendment by the Corporation's shareholders was not given or required. Nevertheless, the Corporation's shareholders ratified this Amendment by their action taken by Written Consent of Shareholders, dated November 8, 2000.

Signed this 14th day of February, 2002.

QUALITY DISTRIBUTION, INC.

By: Thomas Finkbiner
Thomas Finkbiner
President and Director