THE UNITED STATES CORPORATION A M P A N Y

ACCOUNT NO. . 072100000032

5156081 REFERENCE : 638157

AUTHORIZATION :

COST LIMIT : \$ 35.00

ORDER DATE: March 24, 2000

ORDER TIME: 10:43 AM

ORDER NO. _: 638157-005

800003185088--8

CUSTOMER NO: 5156081

CUSTOMER: Jeffrey B. Krongold, Esq

Schaeffer & Zapson, Llp 450 Seventh Avenue

Suite 1400

New York, NY 10123

DOMESTIC AMENDMENT FILING

NAME:

INTEGRATED DISTRIBUTION

SYSTEMS, INC.

EFFICTIVE DATE:

ARTICLES OF AMENDMENT RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

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SECOND TANKS OF STATE
TANT AMASSEE, FLORIDA

 INTEGRATED	DISTRIBUTION	SYSTEMS,	INC	 			
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Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article III of the Certificate of Incorporation is hereby amended as follows:

ARTICLE III

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time is 200, all of which is without par value. All stock shall be paid and non-assessable. (Shares of stock without nominal or par value may be issued and disposed of for such consideration as may be fixed, from time to time, by the Board of Directors).

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

None.

THIRD: T	The date of each amendment's adoption: upon filing .						
	Adoption of Amendment(s) (CHECK ONE)						
rookin.	Adoption of Amendment(s) (Check ONE)						
x	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.						
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):						
	"The number of votes cast for the amendment(s) was/were sufficient for approval by"						
	voting group						
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.	/ . -					
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.						
	Signed this 16 day of March , 2000						
Signature							
J.g	(By the Chairman of the Board of Directors, President or other officer if adopted by the shareholders)						
	OR						
	(By a director if adopted by the directors)						
	OR						
	(By an incorporator if adopted by the incorporators)						
		,					
	Jay Rosen						
	Typed or printed name						
	President						
	Title	-					

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