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June 6, 2001
File No.: 2299-0000

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

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-06/12/01--01007--008
*****35.00 *****35.00

RE: Articles of Amendment for USA Pharmacal Sales, Inc.


To Whom It May Concern:

Enclosed please find the signed original and one signed copy of the Articles of Amendment of the above named Corporation. We have also enclosed a check in the amount of \$35.00 for the filing fees of the Articles of Amendment. Please mail me the copy of the Articles of Amendment with the appropriate stamped information in the enclosed self addressed stamped envelope.

If you have any questions, please do not hesitate to call us.

Very truly yours,

O'CONNOR & ASSOCIATES


Patrick M. O'Connor

*Amend
6-20-01
PMS*

PMO/psb
Enclosures

FILED
01 JUN 12 AM 9:09
CLERK OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
USA PHARMACAL SALES, INC.**

FILED
01 JUN 12 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST: The name of the corporation is USA PHARMACAL SALES, INC.

SECOND: Amendments adopted:

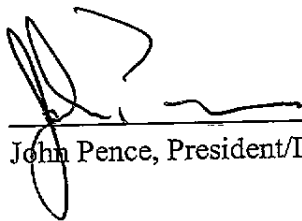
ARTICLE IV - CAPITAL STOCK

The maximum number of shares that the Corporation is authorized to issue and have outstanding at any one time is One Hundred Fifty (150) shares of common non-voting stock having a par value of \$1.00 per share and Three Hundred Fifty (350) shares of common voting stock having a par value of \$1.00 per share. Both voting and non-voting shares of common stock shall be equal with regard to earnings and distributions with respect to the Corporation.

THIRD: The date of the above amendments adoption is May 21st, 2001.

FOURTH: Adoption of the above stated amendments was unanimously approved by the shareholders and directors. The number of votes cast in favor of the amendment by both the shareholders and directors was sufficient for approval of said amendment.

Signed this 21st day of May, 2001.



John Pence, President/Director