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FORM NO. 107 244 128

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BASIC AMENDMENT

PENZO USA, INC.

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FROM: HOLLAND & KNIGHT
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06-02-99 04:08P P.02

ARTICLES OF AMENDMENT
OF THE ARTICLES OF INCORPORATION OF
PENZO USA, INC.

Pursuant to Section 607.1006 of the Florida Business Corporation Act, the Articles of Incorporation of Penzo USA, Inc. (the "Corporation"), are hereby amended according to these Articles of Amendment:

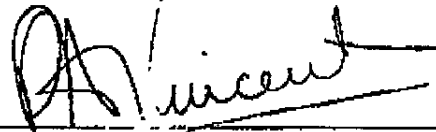
FIRST: The name of the Corporation is Penzo USA, Inc.

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

"The name of the corporation is Distribution USA, Inc."

THIRD: The foregoing amendment was adopted by the sole shareholder of the Corporation by Unanimous Written Consent dated June 2nd 1999, and, therefore, the number of votes cast for the foregoing amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed this instrument as of this 2nd day of June, 1999.



Penelope A. Vincent, President

ORL1 #305236 v1

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This Instrument Prepared By:
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