

05-14-1998



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1 SHEET
MAY 8 1998

MPD 5-8-98

To the Honorable Commissioner of P

attached original documents or copy thereof

1. Name of conveying party(ies):

Intermat Acquisition Corp.

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: January 30, 1997

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark registration No.(s) 1,578,065
1,578,064

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Kim A. Walker

Internal Address: Willkie Farr & Gallagher

Street Address: One Citicorp Center
153 East 53rd Street

City: New York State: NY ZIP: 10022

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41):.....\$ 65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 23-2405

(Attach duplicate copy of this page if paying by deposit account)

05/3/1998 DCDATES 00000083 232405 1578065
01 40.00 CH
02 Statement and Signature.

DO NOT USE THIS SPACE

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Kim A. Walker

Name of Person Signing

Kim A. Walker

Signature

5/7/98

Date

Total number of pages comprising cover sheet: 1

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

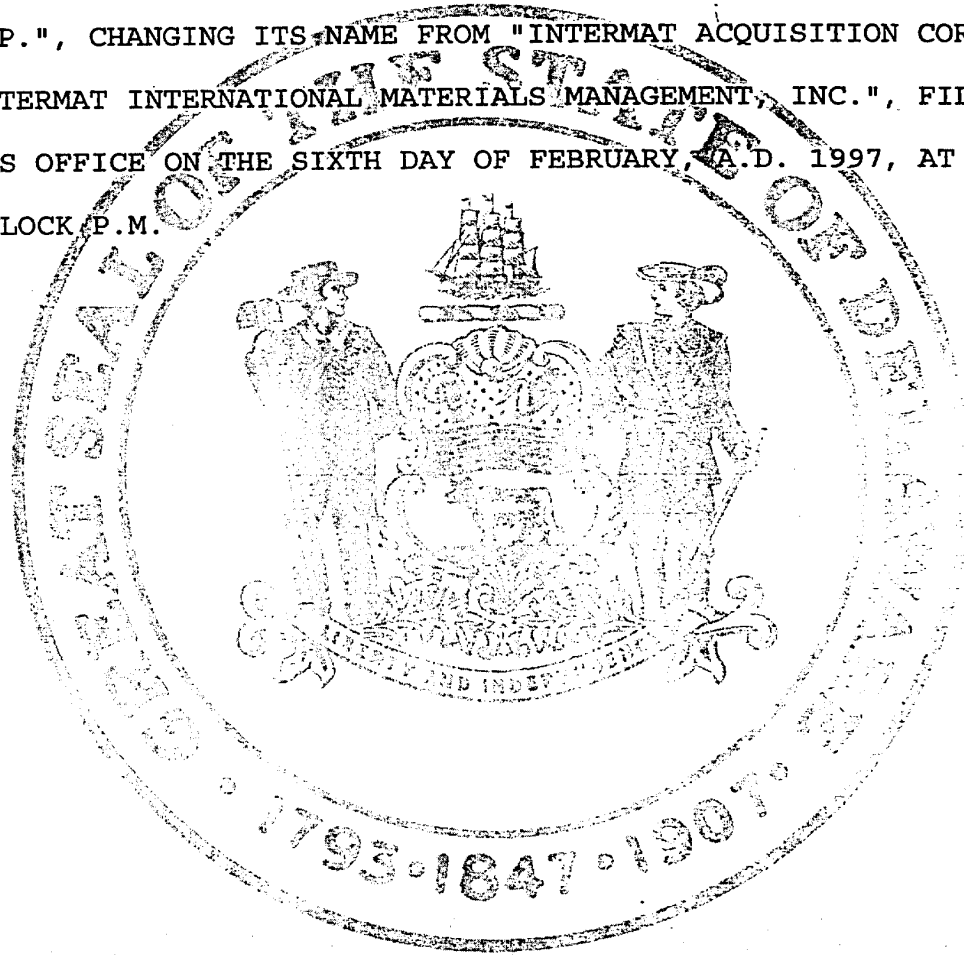
Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "INTERMAT ACQUISITION CORP.", CHANGING ITS NAME FROM "INTERMAT ACQUISITION CORP." TO "INTERMAT INTERNATIONAL MATERIALS MANAGEMENT, INC.", FILED IN THIS OFFICE ON THE SIXTH DAY OF FEBRUARY, A.D. 1997, AT 3:45 O'CLOCK P.M.



Edward J. Freel
Edward J. Freel, Secretary of State

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AUTHENTICATION: 9049756

DATE: 04-28-98
TRADE MARK
REEL: 1727 FRAME: 0847

2-6-97

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
INTERMAT ACQUISITION CORP.

* * * * *

INTERMAT Acquisition Corp., a corporation existing under and by virtue of the General Corporation Law of the State of Delaware (the "DGCL"), does hereby certify as follows:

1. That the Board of Directors of said corporation, by unanimous written consent pursuant to Section 141(f) of the DGCL, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation, so that, as amended, Article 1 shall read in its entirety:

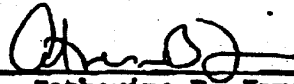
"1. The name of the corporation (the "Corporation") is: INTERMAT International Materials Management, Inc."

2. That Strategic Distribution, Inc., a Delaware corporation and the sole stockholder of the Corporation, by unanimous written consent pursuant to Section 228 of the DGCL, adopted said amendment.

3. That the aforesaid amendment was duly adopted in accordance with the applicable provision of Section 242 of the DGCL.

0229562.01

IN WITNESS WHEREOF, INTERMAT Acquisition Corp. has caused
this certificate to be signed by Catherine B. James, its Vice
President and Secretary, this 30th day of January 1997.


By: Catherine B. James
Vice President and
Secretary

0229562.01

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RECORDED: 05/08/1998

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TOTAL P. 03