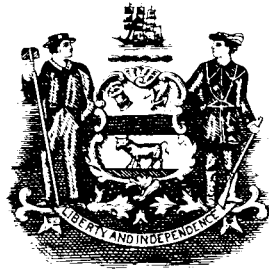


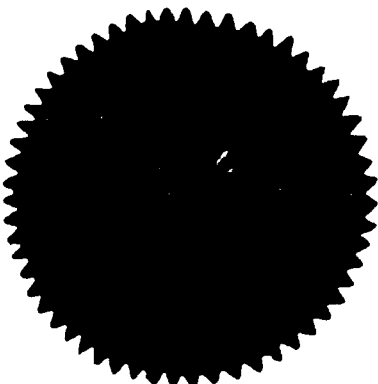
State of Delaware



Office of Secretary of State.

I, Eugene Bunting, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Amendment of the "PENICK & FORD, LIMITED" as received and
filed in this office the twenty-eighth day of July, A.D. 1971, at 12:30
o'clock P.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this seventeenth day
of August in the year of our Lord
one thousand nine hundred and seventy-one.



Eugene Bunting

R. M. Caldwell

Secretary of State

Asst. Secretary of State

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION

* * * *

Penick & Ford, Limited, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY.

FIRST: That the Board of Directors of said Corporation, at a meeting duly held, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said Corporation:

RESOLVED, that the Certificate of Incorporation of the Company be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows:

FIRST: The name of the Corporation (which is hereinafter referred to as the "Company") is Exposito, Inc.

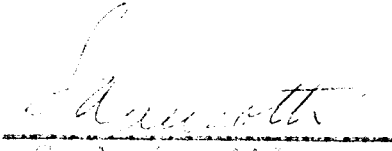
SECOND: That in lieu of a meeting and vote of stockholders, the sole stockholder of said Corporation has given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

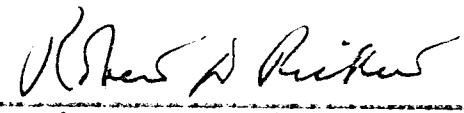
IN WITNESS WHEREOF, said Penick & Ford, Limited
has caused its corporate seal to be hereunto affixed and
this certificate to be signed by S. A. Angotti, its
Chairman of the Board of Directors, and attested by
Robert D. Rickert, its Secretary, this 19th day of July,
1971.

PENICK & FORD, LIMITED

[Corporate Seal]

By 
S. A. Angotti
Chairman of the Board of Directors

ATTEST:

By 
Robert D. Rickert
Secretary

STATE OF NORTH CAROLINA)
) ss:
COUNTY OF FORSYTH)

BE IT REMEMBERED that on this 19th day of July, 1971, personally came before me, a Notary Public in and for the County and State aforesaid, S. A. Angotti, Chairman of the Board of Directors of Fenick & Ford, Limited, a corporation of the State of Delaware, and he duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation and the facts stated therein are true; and that the seal affixed to said certificate and attested by the Secretary of said corporation is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

Sarah F. Shuping
Notary Public

