

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): JANUARY 12, 1999

CDSI HOLDINGS INC.

(Exact name of registrant as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation)

0-22563

(Commission File Number)

95-4463937

(I.R.S. Employer Identification No.)

100 S.E. SECOND STREET, MIAMI, FLORIDA
(Address of principal executive offices)

33131

(Zip Code)

(305) 579-8000

(Registrant's telephone number, including area code)

PC411, INC.

(Former name or former address, if changed since last report)

ITEM 5. OTHER EVENTS.

Effective January 12, 1999, PC411, Inc. changed its corporate name to CDSI Holdings Inc. after the holders of a majority of its outstanding shares of Common Stock approved the change at the annual meeting of stockholders.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION
AND EXHIBITS.

(c) The following Exhibits are provided in accordance with the provisions of Item 601 of Regulation S-K and are filed herewith unless otherwise noted.

EXHIBIT INDEX

3.1 Certificate of Amendment to the Restated Certificate of Incorporation of the Company.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CDSI HOLDINGS INC.

By: /s/ J. Bryant Kirkland III

J. Bryant Kirkland III
Vice President, Chief Financial Officer,
Secretary and Treasurer

Date: January 13, 1999

EXHIBIT 3.1

CERTIFICATE OF AMENDMENT

TO

THE RESTATED CERTIFICATE OF INCORPORATION

OF

PC411, INC.

PC411, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

1. By unanimous written consent dated December 1, 1998, the Board of Directors of the Corporation adopted a resolution proposing and declaring advisable the following amendment to the Restated Certificate of Incorporation of the Corporation (the "Certificate of Incorporation"):

RESOLVED, that it is advisable for the Corporation's Certificate of Incorporation to be amended as follows:

Article FIRST of the Certificate of Incorporation be amended to read in its entirety as follows:

"First: The name of the corporation is CDSI Holdings Inc."

2. The Amendment of the Certificate of Incorporation effected by this Certificate was duly authorized at the Annual Meeting of Stockholders held on January 12, 1999, by the holders of a majority of the outstanding capital stock of the Corporation entitled to vote thereon, after first having been declared advisable by the Board of Directors of the Corporation, all in accordance with the provisions of Section 242 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, PC411, Inc. has caused this Certificate to be signed by Richard J. Lampen, its President, who hereby acknowledges under penalties of perjury that the facts herein stated are true and that this Certificate is the Corporation's act and deed, this 12th day of January, 1999.

/s/ Richard J. Lampen

Richard J. Lampen
President