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LAW OFFICE OF JACK MARTIN COE, P.A.
The Law Center - Suite 6
370 Minorca Avenue
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JACK MARTIN COE

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OF COUNSEL
ROBERT A. BRANDT

E-MAIL: coejack@bellsouth.net

July 14, 2000

~~2000083324852--5~~

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: Articles of Amendment to the Articles of Incorporation of
Silicon Alley USA, Inc.

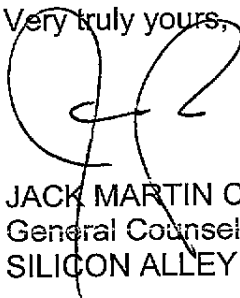
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-07/17/00--01100--019
*****35.00 *****35.00

Dear Sir/Madam:

Enclosed, please find Articles of Amendment of SILICON ALLEY USA, INC., a Florida corporation as well as our check in the amount of \$35.00 as a filing fee.

If you have any questions, please contact me directly.

Very truly yours,



JACK MARTIN COE
General Counsel for
SILICON ALLEY USA, INC.

FILED
00 AUG - 8 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JMC:lt
Enclosures
cc: Stuart Sutta

LACUA-SEC

AUTHORIZATION BY PLEASE

CORRECT take out initial

DATE 8/8

BY ORG

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AMEND
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8/8

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August 3, 2000

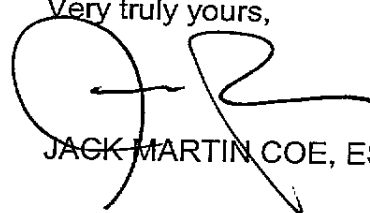
Karen Gibson
Corporate Specialist
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: SILICON ALLEY USA, INC.
Ref. Number: P00000022139
Your Letter Number: 500A00040410
ARTICLES OF AMENDMENT TO THE ARTICLES OF
INCORPORATION OF SILICON ALLEY USA, INC.

Dear Ms. Gibson:

Pursuant to your letter of July 25, 2000, a copy of which is enclosed for your reference, enclosed please find Articles of Amendment to Silicon Alley USA, Inc.

Very truly yours,

A handwritten signature in black ink, appearing to be 'JMC', written over a printed name.

JACK MARTIN COE, ESQ.

JMC:lt
Enclosures
cc: Stuart Sutta



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 25, 2000

**JACK MARTIN COE
THE LAW CENTER- SUITE 6
370 MINORCA AVENUE
CORAL GABLES, FL 33134-4311**

**SUBJECT: SILICON ALLEY USA, INC.
Ref. Number: P0000022139**

We have received your document for SILICON ALLEY USA, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Minutes are not filed with the Division of Corporations and should be kept with the records of the corporation. Any changes that are being made to the articles of incorporation can be made by filing articles of amendment. Enclosed is an amendment form.

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 500A00040410

FILED
00 AUG -8 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO THE ARTICLES OF
INCORPORATION OF SILICON ALLEY USA, INC.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida for-profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. **Article VII** (initial Board of Directors) is amended to read as follows:
2. The Corporation shall have four directors, but the number of directors may be either increased or decreased from time to time by the by-laws adopted by the corporation. The name and addresses of the directors are: Stuart Sutta, Rolf Rudestam, Bob Bager and Joel Benson, all of whom are located at 12515 North Kendall Drive, Suite 200, Miami, Florida, 33186-1840.
3. The amendment was adopted on March 3, 2000.
4. Adoption of Amendment: The Amendment was adopted by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 3rd day of August, 2000.



JACK MARTIN/COE, ESQ.

Initial Incorporator, past initial sole director
Shareholder