

PO30000067986

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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400022138884

Amend

08/11/03--01049--001 **49.75

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03 AUG 11 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*ADR
8/14/03*

TWG-USAN LENDING GROUP, INC.

4280 GALT OCEAN DR., 18D • FT. LAUDERDALE, FL 33308 • PHONE: 954-676-5666 • FAX: 954-676-5668

August 5, 2003

To Whom It May Concern:

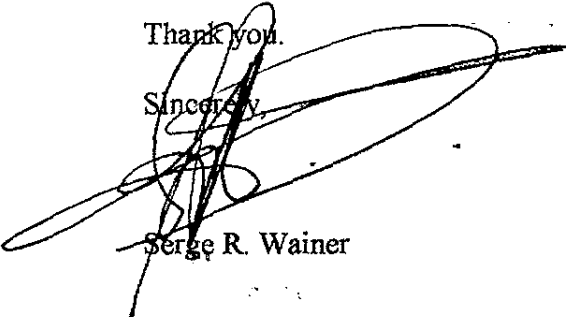
Enclosed please find Articles of Amendment to Articles of Incorporation of
TWG-USAN Lending Group, Inc.

Please direct any correspondence to:

Serge R. Wainer
4280 Galt Ocean Drive
#18D
Ft. Lauderdale, FL 33308
754-368-5500

Thank you.

Sincerely,



Serge R. Wainer

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TWG-USAN LENDING GROUP, INC.

(present name)

P03000067986

(Document Number of Corporation (If known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Article IV is amended as follows:

Thomas Manfredi is removed as a Director and Officer of the Company and the following are added:

Serge R. Wainer - President

Peter Vitale, Jr. - Vice President

Jeremy L.S. Wainer - Secretary/Treasurer

Article V is amended as follows:

Thomas Manfredi is removed as Registered Agent and the following is added:

Serge R. Wainer

4280 Galt Ocean Drive #18D

Ft. Lauderdale, FL 33308

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: July 31, 2003

FOURTH: Adoption of Amendment(s) (CHECK ONE)

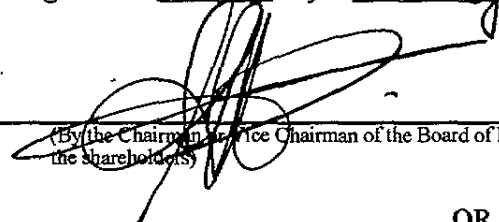
- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 5th day of August, 2003

Signature _____



(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

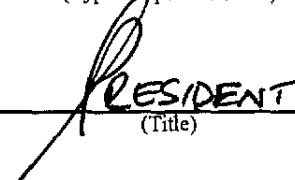
OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

SERGE R. WAINER
(Typed or printed name)



PRESIDENT
(Title)

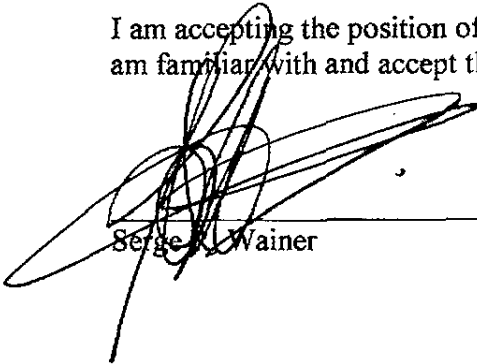
TWG-USAN LENDING GROUP, INC.

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August 5, 2003

To Whom It May Concern:

I am accepting the position of Registered Agent for TWG-USAN Lending Group, and I am familiar with and accept the obligations of the position.



Serge L. Wainer

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