

P94000065218

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

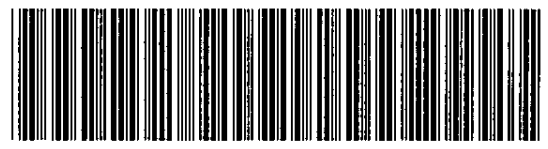
(Document Number)

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Amend

2008 DEC 17 PM 4:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: WORCESTER ENTERPRISES USA, INC.

DOCUMENT NUMBER: P94000065218

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

MELVIN F. FRANKEL
(Name of Contact Person)

BLASS & FRANKEL, P.A.
(Firm/ Company)

ONE SOUTHEAST THIRD AVENUE, SUITE 2130
(Address)

MIAMI, FL 33131
(City/ State and Zip Code)

For further information concerning this matter, please call:

MELVIN F. FRANKEL at (305) 377-9353
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- \$35 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

FILED

2008 DEC 17 PM 4:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Amendment
to
Articles of Incorporation
of

WORCESTER ENTERPRISES USA, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

P94000065218

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or Co.," or the designation "Corp.," "Inc.," or "Co". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable: Herbert Samuel Street 36, App. 82
(Principal office address **MUST BE A STREET ADDRESS**)

Tel Aviv 68018

Israel

C. Enter new mailing address, if applicable: Herbert Samuel Street 36, App. 82
(Mailing address **MAY BE A POST OFFICE BOX**)

Tel Aviv 68018

Israel

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: COPROLITE CORPORATION

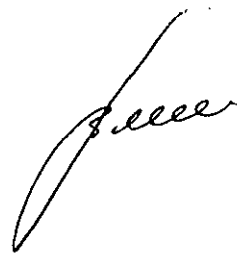
New Registered Office Address: ONE SOUTHEAST THIRD AVENUE, SUITE 2130
(Florida street address)

MIAMI, Florida 33131
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:
I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

COPROLITE CORPORATION

BY: 
Signature of New Registered Agent, if changing



If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
DS	BULMAN, MARINA	20 FARRINGTON DRIVE TORONTO, ON M2L-B6 CANADA	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

(This section contains a large handwritten mark, possibly a signature or scribble, covering the lines.)

F. 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:

(if not applicable, indicate N/A)

(This section contains a large handwritten mark, possibly a signature or scribble, covering the lines.)

(Handwritten signature)

The date of each amendment(s) adoption: October 7, 2008

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

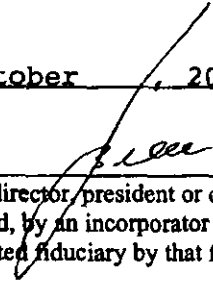
- The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting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

Dated October, 2008

Signature 
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

VITALY MALKIN aka VITALI MALKINE
(Typed or printed name of person signing)

DIRECTOR / PRESIDENT
(Title of person signing)