

404448

(Requestor's Name)

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(City/State/Zip/Phone #)

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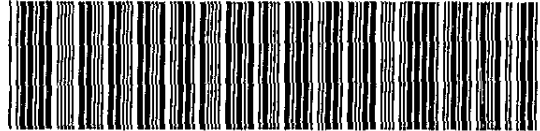
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12/22

# **Mezzanine Finance Fund, LLC.**

**3551 SW Corporate Parkway, Palm City, FL 34990  
Tel 772 283 4490 Fax 772 221 4864  
E-Mail mezzfin@att.net**

December 12, 2003

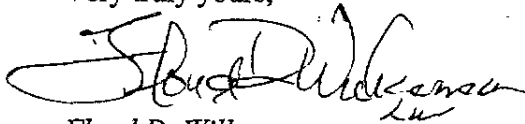
Florida Division of Corporations  
Amendment Section  
P.O. Box 6327  
Tallahassee, FL 32314

Dear Sir/Madam:

Enclosed are Articles of Amendment of PayDirt USA, Inc., along with our check in the amount of \$52.50 in payment of the associated filing fees, certified copy, and certificate of status.

Upon completion, please mail the certified copy and certificate of status to the undersigned at *Mezzanine Finance, 3551 SW Corporate Parkway, Palm City, Florida 34990.*

Very truly yours,

A handwritten signature in black ink, appearing to read "Floyd D. Wilkenson", with a stylized flourish at the end.

*Floyd D. Wilkenson  
Authorized Agent*

Encl.

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
PAYDIRT USA, INC.  
Document Number 404448**

**FILED**  
03 DEC 15 PM 2:41  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

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 adopted:

Article IV: This Corporation is authorized to issue capital stock: Two Hundred Fifty Million (250,000,000) shares of \$.01 par value common stock.

SECOND: N/A

THIRD: The date of the amendment's adoption: December 1, 2003

FOURTH: Adoption of Amendment was adopted by the Board of Directors with shareholder approval.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed this Article of Amendment on the 1st day of December, 2003.

*James K. Schwarz*  
\_\_\_\_\_  
James K. Schwarz  
President