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August 16, 1999

Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

Dear Sirs:

Enclosed please find a corporate resolution abandoning the assumed name of USA South Mortgage Corporation so that the Company may be known by its true name of USA Mortgage Corporation. Also, enclosed you will find a check for Thirty Five and 00/100 (\$35.00) Dollars representing filing fees for this transaction.

Please update your records to reflect the new name of the company in Florida. Thank you for your attention to this matter. Should you have any questions or comments, please feel free to call me.

Yours truly,

David S. Cohen
Attorney at Law

DSC/jc
c/D/USA.029

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99 AUG 20 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Dropping D/B/A name

V. SHEPARD AUG 27 1999

JOINT STATEMENT OF ACTION
BY SHAREHOLDERS AND DIRECTORS WITHOUT A MEETING
OF
USA MORTGAGE CORPORATION

The undersigned holding all the shares of capital stock of USA Mortgage Corporation, an Illinois corporation, hereinafter the Company, and being the members of the Board of Directors of the company pursuant to §607.0704 and §607.0821, Florida Statutes, do hereby consent to and take the following action:

WHEREAS, the Company is an Illinois Corporation authorized to transact business in the State of Florida as USA South Mortgage Corporation; and

WHEREBY the company desires to transact business in Florida under its Illinois name;

NOW THEREFORE, it is resolved that the Company hereby drops its assumed name of USA South Mortgage Corporation in order to be known by the Company's name of USA Mortgage Corporation.

FURTHER RESOLVED that the president of the Company, Michael Eddlestein is authorized to execute any documents necessary to abandon the assumed name and to be known in Florida by the Company's true name of USA Mortgage Corporation.

DATED this ___ day of June, 1999.

Michael L. Eddlestein
Eddlestein

Michael Eddlestein/Director - Shareholder - President

Bernard Leonard
Bernard Leonard/Director - Shareholder
c/D/Usa.027

Benedicto Santos - Shareholder (not an officer)

[Signature]

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Eddlestein