

F95000003261

BIEDERMAN & O'KEEFE LTD.  
ATTORNEYS AT LAW

30 NORTH LASALLE STREET  
SUITE 1426  
CHICAGO, ILLINOIS 60602  
TEL 312 634-4100  
FAX 312 634-4104

LISA O'KEEFE  
312 634-4102

April 7, 1997

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 APR 10 PM 12:55

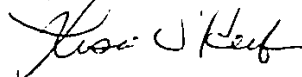
Secretary of State  
Division of Corporations  
Amendment Section  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Market USA

Dear Sir or Madam:

Enclosed are the Resolution of Market USA, Inc. dropping its assumed name and a check for \$35.00.

Very truly yours,



Lisa O'Keefe

LOK/cmr  
Enclosures

cc: Steve Eckel

400002139234--1  
-04/10/97--01063--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

*Dropping name*

APR 14 1997

CERTIFICATION OF OFFICER  
OF MARKET U.S.A., INC.

SECRETARY  
DIVISION  
97 APR 10 PM 12:55

The undersigned, being the chief operating officer of MARKET U.S.A., INC., an Illinois corporation, hereby certifies that the following resolution was adopted by the Board of Directors of the Corporation, in lieu of a special meeting and pursuant to the authority of Section 7.10 of The Business Corporation Act of 1983 of the State of Illinois:

RESOLVED, that Market U.S.A., Inc. shall no longer transact business in the State of Florida under an assumed name but shall conduct business in Florida in its own name.

Dated as of March 26, 1997.



Seymour N. Okner

Being the chief operating officer of  
the Corporation