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April 7, 1997

RECEIVED
DIVISION OF CORPORATIONS
97 APR 10 PM 12:55

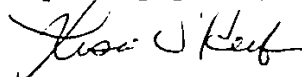
Secretary of State
Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

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

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\$\$\$35.00 \$\$\$35.00

Dropped name

APR 14 1997

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

SECRET
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