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ARTICLES OF AMENDMENT
to
ARTICLES OF ORGANIZATION
of
USA Remote Solutions, LLC
L08000045937

FIRST: The Date of the filing of the articles of organization was:
May 7, 2008

SECOND: The following amendment(s) to the articles of organization was/were adopted by the Limited Liability Company:

ARTICLE IV.

Lucia Bonadies and Ingrid MacCartney shall no longer be Managing Members of the company.

Lucia Bonadies and Ingrid MacCartney shall now be Managers of the company.

This limited liability company shall now be managed by three managers. The name and address of each Manager is as follows:

Lucia Bonadies – Manager
Calle Ramon H. Jurado
Patilla, Edefico Arrecife
Piso 15, Apt 15-D
Panama City, The Republic of Panama

Ingrid MacCartney – Manager
Calle Ramon H. Jurado
Patilla, Edefico Arrecife
Piso 15, Apt 15-D
Panama City, The Republic of Panama

Prepared by:
Koutoulas & Relis, L.L.C.
1776 N Pine Island Road Suite 316
Plantation, FL 33322
Phone: (954) 332-1345
Fax: (954) 332-1346

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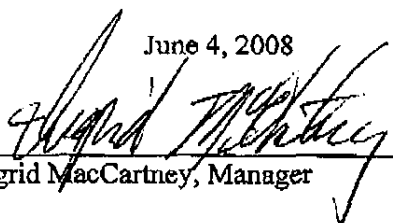
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Margene MacCartney -- Manager
2048 Timucua Trail
Nokomis, FL 34275

THIRD: The date of the adoption of the amendment(s) was/were:

June 4, 2008


Ingrid MacCartney, Manager


Date

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