

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

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Amendment

1.) Pomerleau Group USA, Inc.
(CORPORATE NAME & DOCUMENT #)

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2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

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12/28/00



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 28, 2000

CORPORATE ACCESS, INC.

TALLAHASSEE, FL

SUBJECT: POMERLEAU GROUP U.S.A., INC.
Ref. Number: M88979

We have received your document for POMERLEAU GROUP U.S.A., INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The above listed entity was administratively dissolved or its certificate of authority was revoked for failure to file the 1999 annual report/uniform business report. The entity must be reinstated before this document can be filed.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 400A00064739

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00 DEC 28 PM 2:36
DIVISION OF CORPORATION

**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF POMERLEAU GROUP USA, INC.**

FILED
00 DEC 28 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1003 and 607.1006 of the Florida Statutes, Pomerleau Group USA, Inc., a Florida corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Pomerleau Group USA, Inc.
2. The original Articles of Incorporation for the corporation were filed on July 11, 1988, and assigned Charter No. M88979.
3. By a written consent executed on December 21, 2000 by the sole director and sole shareholder of the Corporation, respectively, the sole director and sole shareholder have approved an amendment to the Corporation's Articles of Incorporation increasing the number of shares of its authorized no par value common stock from one hundred (100) shares to one hundred thousand (100,000) shares. The amendment was approved by the sole director and sole shareholder of the Corporation and the number of votes cast for approval was sufficient.
4. Article Four of the Articles of Incorporation is hereby amended to read as follows:

ARTICLE FOUR

The Corporation is authorized to issue one hundred thousand (100,000) shares of common stock. Such shares shall be of a single class, and shall be without par value.

IN WITNESS WHEREOF, the undersigned officer of the corporation has executed these Articles of Amendment to Articles of Incorporation on behalf of the Corporation this 21st day of December, 2000.

POMERLEAU GROUP USA, INC.,
a Florida corporation

By. 

Herve Pomerleau, President