

IN USA, INC.

9165 ROE STREET
PENSACOLA, FL. 32514

Telephone: (850)-473-8466

FAX Number
(850)-473-8467

December 13, 2001
P00000007536

Florida Department of State
Divisions of Corporations
P. O. Box 6327
Tallahassee, FL. 32314

900004764749--1
-01/10/02--01034--013
*****35.00 *****35.00

Re: Attached Amendments to the Articles of Incorporation for IN USA, INC. (EIN# 59-3627647) as of October 31, 2001.

Dear Sir,

Attached are the Minutes of a Special Shareholder meeting of the Shareholders of IN USA, INC. held on October 31, 2001. The attached amendments were approved to the IN USA, INC. Articles of Incorporation at that meeting.

- 1.) The amendment to Article I approves a name change from (old name) IN USA, INC. to (new name) IN USA GROUP, INC.
- 2.) The amendment to Article IV approves the number of shares of Authorized Stock to read 100,000 shares with a par value of \$1.00 per share.

FILED
 02 JAN 28 PM 3:42
 DEPT. OF STATE
 TALLAHASSEE, FLORIDA

Also, we are enclosing a copy of our Annual Shareholders Meeting dated January 3, 2002 at which our current officers were elected.

If you require additional information please contact me at (850)-473-8466 or you can contact my accountant John R. Shores, CPA at (850)-477-8400.

Very truly yours,

Michael D. Measure, President

MDM/jrs

Enclosures

CERTIFIED MAIL # 7000 1670 0002 8992 9732

P00000007536
Amend + NC
APR 1-28-02



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 16, 2002

MICHAEL MESURE
9165 ROE STREET
PENSACOLA, FL 32514

SUBJECT: IN USA, INC.
Ref. Number: P0000007536

We have received your document for IN USA, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

Minutes are not filed with the Division of Corporations and should be kept with the records of the corporation. Any changes that are being made to the articles of incorporation can be made by filing articles of amendment. Enclosed is an amendment form.

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) 245-6916.

Carol Mustain
Corporate Specialist

Letter Number: 402A00002365

RECEIVED
02 JAN 28 AM 8:37
DIVISION OF CORPORATIONS

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

IN USA, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

1. AMENDMENT TO ARTICLE I - NAME OF CORPORATION - The name of the Corporation is amended to read IN USA GROUP, INC.

2. AMENDMENT TO ARTICLE IV - NUMBER OF SHARES OF STOCK - number of Authorized Shares of common stock is amended to read 100,000 shares Authorized with a par value of \$1.00.

FILED
02 JAN 28 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 10-31-2001

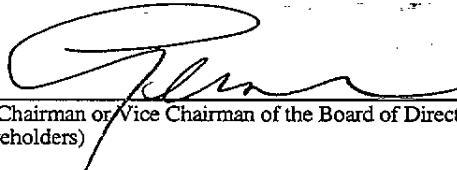
FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
voting group

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 23 day of JANUARY, 2002

Signature 
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

MICHAEL MESURE

Typed or printed name

PRESIDENT / SECRETARY

Title